

10-01-2004
102849418

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

Financial Campus, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Massachussetts
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Thomson Learning Inc.

Internal

Address:

Street Address: 200 First Stamford Place

City: Stamford State: CT Zip: 06902

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: 3/17/04

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,573,517 2,576,000

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Paula K. Upson

Internal Address:

1 Station Place

Street Address: 1 Station Place

City: Stamford State: CT Zip: 06902

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$ 65

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0866

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Paula K. Upson

Name of Person Signing

Signature

9/23/04

Date

Total number of pages including cover sheet, attachments, and document.

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/30/2004 ECOOPER 00000196 200866 2573517

01 FC:8521 40.00 DA
02 FC:8522 25.00 DA

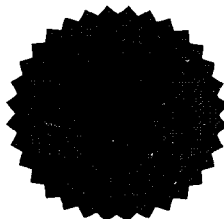
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FINANCIAL CAMPUS, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "THOMSON LEARNING INC." UNDER THE NAME OF
"THOMSON LEARNING INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SEVENTEENTH DAY OF MARCH, A.D. 2004, AT 10:43
O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2406150 8100M

AUTHENTICATION: 3362867

040680360

DATE: 09-21-04

TRADEMARK
REEL: 003054 FRAME: 0268

CERTIFICATE OF MERGER
OF
FINANCIAL CAMPUS, INC.
AND
THOMSON LEARNING INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Financial Campus, Inc., which is incorporated under the laws of the State of Massachusetts; and

(ii) Thomson Learning Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Financial Campus, Inc. in accordance with the laws of the State of its incorporation and by Thomson Learning Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Thomson Learning Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Thomson Learning Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: c/o Legal Department, The Thomson Corporation, One Station Place, Stamford, CT 06902.

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the