



To the Honorable Commissioner of Patents

102869015

original documents or copy thereof.

1. Name of conveying party(ies):

T & T Licensing Corporation

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

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

3. Nature of conveyance:

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

Execution Date: September 27, 2004

2. Name and address of receiving party(ies)

Name: Thomson & Thomson Inc.

Internal Address:

Street Address: 500 Victory Road

City: N. Quincy State: MA Zip: 02171

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,346,703 1,362,577
872,595

Additional number(s) attached Yes No

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

Name: Paula Upson

Internal Address:

The Thomson Corporation

Street Address: 1 Station Place

City: Stamford State: CT Zip: 06902

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41): \$ 90

- 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

10/13/04
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

10/21/2004 EC00PER 00000012 200866 1346703

01 FC:8521 40.00 DA
02 FC:8522 50.00 DA

Delaware

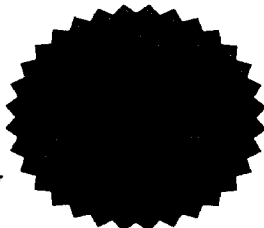
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The First State

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 OWNERSHIP, WHICH MERGES:

"T & T LICENSING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "THOMSON & THOMSON INC." UNDER THE NAME OF "THOMSON & THOMSON INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2004, AT 12:06 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2004.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3400603

DATE: 10-08-04

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

T & T LICENSING CORPORATION
(a Delaware corporation)

INTO

THOMSON & THOMSON INC.
(a Delaware corporation)

It is hereby certified that:

1. Thomson & Thomson Inc. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the common stock of T & T Licensing Corporation, which is also a business corporation of the State of Delaware.
3. On September 27, 2004, the Board of Directors of the Corporation adopted the following resolutions to merge T & T Licensing Corporation into the Corporation:

RESOLVED, that, effective September 27, 2004, the merger of T & T Licensing Corporation with and into the Corporation be, and it hereby is, authorized and approved in accordance with the terms and conditions of the Delaware Certificate of Ownership and Merger and the Agreement of Merger, in substantially the forms attached hereto; and it is

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized, empowered and directed to do, or cause to be done, all such acts and things, and to approve, execute and deliver all such agreements and other documents as may be necessary or in the opinion of the officer or officers acting, advisable and proper to carry out the intent of and effect the purposes of the foregoing resolution.

4. The effective date of the merger shall be September 30, 2004.

Executed on September 27, 2004.

Thomson & Thomson Inc.

By: Sari Dweck
Sari Dweck, Vice President