

11-01-2004

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To the Honorable Commissioner of Patents

102872013

original documents or copy thereof.

1. Name of conveying party(ies):

Thomson Learning Licensing Corp.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Florida
- 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: 102204

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: September 27, 2004

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,111,520

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: _____

The Thomson Corporation

Street Address: 1 Station Place

City: Stamford State: CT Zip: 06902

6. Total number of applications and registrations involved: 219

7. Total fee (37 CFR 3.41).....\$ 5,490

- 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

10/15/04

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

10/29/2004 6TDM11 00000130 200866 2111520

01 FC:8521 40.00 DA
02 FC:8522 5450.00 DA

Schedule A

Trademark	Status	Appl. Number	Reg. Number
1-800-RED-TEST	Registered		2111520
1PASS	Pending	76613078	
2PREP	Registered		2434744
A COMPUTER USERS BEST FRIEND	Registered		1907207
A CRISP APPROACH	Registered		2348672
A CRISP APPROACH	Registered		2366243
ANYTIME, ANYWHERE LEARNING	Registered		2327555
ARCHITECTURA (& design)	Published	75182725	
ARCO	Registered		1434731
ARE YOU PREPARED?	Registered		2603332
ATC CHALLENGE	Registered		2165379
BASIC COUNSELING RESPONSES	Registered		2447156
BEST COLLEGE PICKS	Registered		2626851
BESTCOLLEGEDEALS	Registered		2754588
BREEZYGUI	Registered		2381813
BRICKER'S EXECUTIVE EDUCATION SERVICE	Registered		1515708
BRICKER'S INTERNATIONAL DIRECTORY	Registered		1480789
C21 (& design)	Renewed		913703
CAP COLLEGE APPLICATION PLANNER (& design)	Registered		2301165
CAREER HOTLINE	Registered		1325071
CAREERS WITHOUT COLLEGE	Registered		1763851
CASENET (& design)	Registered		2137066
CENTURY 21	Renewed		913702
CERTIFICATION CIRCLE	Registered		2701239
CHANGING THE WAY THE WORLD LEARNS	Registered		2070895
CHANGING THE WAY THE WORLD LEARNS	Registered		2099861
CHILTON	Registered		2559631
CHILTON	Registered		2585983
CHILTON	Registered		2713595
CHILTON (Stylied)	Registered		1040561
CHILTON'S	Registered		2605298
CHILTON'S	Registered		2840037
CHILTON'S ONLINE	Registered		2775995
COGLAB	Registered		2866157
COLLEGE QUEST	Registered		1219375
COLLEGE QUEST	Registered		2178432
COLLEGE QUEST (& design)	Registered		2354755
COLLEGE RANKING EXPOSED	Published	76505800	
COLLEGEQUEST	Registered		2313721

Schedule A

Trademark	Status	Appl. Number	Reg. Number
COLLEGESWANTYOU	Allowed	76329888	
COMMUNICATION 2000	Registered		2091574
COMPETITIVE COLLEGES	Registered		1563314
CONNEXION	Registered		1605112
COURSE TECHNOLOGY (& design)	Registered		1660331
COURSEFORWARD	Allowed	76491032	
COURSEKEY	Registered		2807293
COURSEPREP	Registered		2474615
CRISP PUBLICATIONS	Registered		2081181
CRISP PUBLICATIONS	Registered		2055089
CRISP PUBLICATIONS	Registered		2055090
CRISP SERIES	Pending	76591252	
CUSTOMIZED LEARNING PATH	Registered		2846993
CYBEREDIT	Registered		2465542
DATA ANALYSIS PLUS	Registered		2245895
DELMAR PUBLISHERS INC.	Registered		1861665
DELMAR PUBLISHERS INC. (& design)	Registered		1382280
DELMARLEARNING.COM	Allowed	76285425	
DESIGN (of a Cat Pointing)	registered		1477475
DESIGN (of Lion)	Registered		2256159
Design - (Delmar logo of D with flame)	Registered		1862317
Design - (Leaf logo)	Pending	76575580	
Design of Dog Front View	Pending	76067204	
Design of Dog Front View	Registered		2555100
Design of Dog laying down	Registered		2475660
Design of Dog sitting up	Registered		2453311
Design of Sun with Rays	Registered		1905459
Design of Sun with Rays	Registered		1887156
DESIGN PROFESSIONAL SERIES	Registered		2861699
DP & Design	Registered		1929261
DRYDEN	Registered		1929263
DRYDEN	Registered		1937879
DUXBURY PRESS	Registered		2036544
E-RIGINALITY	Registered		2645216
EAPPLY (& design)	Registered		2421926
EARTH SYSTEMS TODAY	Registered		2632647
ED2GO	Registered		2757302
EDUCATION DIRECT	Registered		2807110
EDUCATION TO GO! & Design	Registered		2210966
EGUIDANCECENTER	Registered		2687634
ESSAY EDGE	Registered		2490568
EXACT	Registered		2074125
EXACT	Registered		2097933

Schedule A

Trademark	Status	Appl. Number	Reg. Number
EXPLORING PERCEPTION	Registered		2296360
EXTEND YOUR REACH	Registered		2805534
FAST & EASY	Registered		2383185
FAST & EASY	Registered		2366240
FAST & EASY	Registered		2279514
FAST STAT & Design	Allowed	76350878	
FIFTY-MINUTE	Registered		1827071
FIFTY-MINUTE	Registered		2501623
FIND. LEARN. MEASURE.	Allowed	76351089	
FIRE FLASH	Allowed	76453371	
FLASH! (Stylized)	Registered		2090553
FLEXISITE	Pending	76601206	
GET A RESUME THAT GETS RESULTS!	Published	76559051	
GET STARTED	Registered		2143496
GET WISE! MASTERING GRAMMAR SKILLS	Allowed	76368850	
GET WISE! MASTERING MATH SKILLS	Allowed	76369342	
GET WISE! MASTERING VOCABULARY SKILLS	Registered		2882307
GET WISE! MASTERING WRITING SKILLS	Allowed	76368851	
GETTING YOU THERE	Pending	76575571	
GRADLINE	Registered		1684175
GRADSCHOOLSWANTYOU	Allowed	76433024	
GRADSEARCH	Registered		2143066
GRADUATING ENGINEER	Registered		1493059
GRAMMAR IN CONTEXT	Pending	76567209	
GREAT SUMMERS START HERE!	Registered		2311521
GUIDANCE YOU CAN TRUST	Registered		2202199
GUIDANCENET	Pending	76601211	
HISTORYNOW!	Pending	76578483	
HOLD 'N VIEW	Published	75616721	
I.T. LINK	Allowed	76402987	
IGNITE	Allowed	76542848	
ILLUSTRATED INTERACTIVE	Registered		2117104
ILLUSTRATED LEARNING LIBRARY	Registered		2447166
ILLUSTRATED PROJECTS	Registered		2124518
ILT SERIES	Pending	76591251	
IN A WEEKEND	Pending		2279519
IN A WEEKEND	Pending		2279518
IN A WEEKEND	Pending		2180203
ITP (& design of encircled T)	Registered		1866136
JAMSA	Registered		2555101
JOININ	Pending	76601205	

Schedule A

Trademark	Status	Appl. Number	Reg. Number
JOURNEY THROUGH	Registered		2435889
KNOW IT? SHOW IT.	Pending	76544827	
LABSOURCE	Pending	76579176	
LEARN BY SERIES	Registered		2658712
LEARNFLOW	Pending	76553761	
LEARNING PATH MANAGER	Registered		2439597
MLS	Allowed	76529465	
MY ASTRONOMY COURSE	Pending	76544825	
MYCOLLEGEPORTFOLIO	Allowed	76427820	
NETG	Registered		1768942
NETG and Box Design	Registered		2209040
NETGLEARNING	Allowed	76499407	
NEWBURY HOUSE (& design)	Registered		1750118
ONWORD PRESS	Registered		1713122
OUR EDITING MAKES THE DIFFERENCE	Published	76559080	
P (& design of P within a square)	Registered		1661700
P (Stylized)	Registered		2724192
PETERSON'S	Registered		1365509
PETERSON'S	Registered		1799098
PETERSON'S	Pending	76582679	
PETERSON'S	Registered		1388853
PETERSON'S GUIDES	Registered		1365527
PETERSON'S GUIDES	Registered		1388854
PETERSON'S INSTANT INQUIRY	Registered		2574860
PETERSON'S TEST PREP	Published	76485526	
PETERSONS.COM	Registered		2375561
POWERSTUDY	Registered		2665920
PRECISION LEARNING	Registered		2232538
PRECISION SKILLING	Registered		2668565
PREMIER PRESS	Pending	76543424	
PROMETRIC	Registered		2276211
PROMETRIC IP TESTING	Allowed	76378544	
PROMETRIC PRIME	Allowed	76378846	
PROMPT PUBLICATIONS	Pending	76543627	
PROTEUS	Allowed	76482316	
PSYCH ODYSSEY	Suspended	76390426	
PSYCHNOW!	Registered		2350223
PSYK.TREK	Registered		2388136
PSYK.TREK: A MULTIMEDIA INTRODUCTION TO PSYCHOLOG	Registered		2487844
PWS	Registered		2183184
PWS (& design)	Registered		2146913
QT: QUIZZING AND TESTING	Registered		2542729

Schedule A

Trademark	Status	Appl. Number	Reg. Number
QUICK TORIAL (& design)	Registered		2083562
RAPIDASSESS	Registered		2415383
RESUMEEDGE	Registered		2612719
SAIR	Registered		2604008
SAM CHALLENGE	Allowed	76519889	
SAUNDERS COLLEGE PUBLISHING	Registered		1939327
SAUNDERS COLLEGE PUBLISHING	Registered		1967716
SEEING STATISTICS	Registered		2425557
SHELLY CASHMAN SERIES	Registered		1732971
SHELLY CASHMAN SERIES (& design)	Registered		1709332
SKILL BUILDER	Registered		1694128
SKILLS @ WORK (& design)	Registered		2645476
SKILLVANTAGE	Registered		2003053
SMART PAKS	Registered		2166944
SMARTLINK	Allowed		
SNIFFY THE VIRTUAL RAT	Registered		2331169
SOLVERTABLE	Registered		2658461
SOUTH-WESTERN COMPUTER TRAINING SERIES (Stylized)	Registered		2131844
ST. J	Registered		1616725
ST. JAMES PRESS	Registered		1616724
STATPRO	Registered		2375922
STATSOURCE	Registered		2444775
STUDYWARE	Pending	76586165	
STUDYWARE	Pending	76603311	
SUCCEEDING IN BUSINESS	Pending	76603616	
SYLVAN PROMETRIC	Registered		2159347
TECHONE	Registered		2832855
TEXERE	Registered		2489247
THE 80/20 SERIES	Pending	76596840	
THE CE CREDIT CARD	Registered		2576000
THE CE LIBRARY CARD	Registered		2573517
THE DRYDEN PRESS	Registered		1942101
THE DRYDEN PRESS	Registered		1929275
THE FIRST STEP IN REPAIR	Registered		2565920
THE INTELLIGENT WAY TO TEST	Registered		2600417
THE NET'S BEST AND BIGGEST EDITING RESOURCE	Pending	76559050	
THE ONLY ADDRESS YOU'LL EVER NEED	Registered		2181945
THE UNIVERSAL APPLICATION	Registered		2245221
TOM	Registered		2776422
TOOLS FOR ENRICHING	Registered		2643749
TOTAL CAR CARE	Registered		2648206

Schedule A

Trademark	Status	Appl. Number	Reg. Number
TOTAL CAR CARE	Suspended	76139688	
TOTAL CAR CARE & Design	Registered		2587633
TYPING TIME	Allowed	76305401	
WADSWORTH INSITE	Pending	76528543	
WAVE	Pending	76597337	
WAVEFLOW	Pending	76576310	
WEBEXTRA	Registered		2152608
WEBTUTOR (stylized)	Registered		2721657
WIRED RESUMES	Registered		2350470
WORKFLOW	Pending	76576328	
XGDX	Allowed	76499580	
XTREME LEARNING	Registered		2428266
XXL	Pending	76173010	

Delaware

PAGE 1

The First State

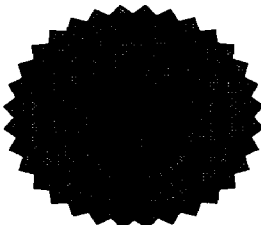
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THOMSON LEARNING LICENSING CORP.", A FLORIDA 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 TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2004, AT 12:04 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.

2406150 8100M

040729110



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3400860

DATE: 10-08-04

TRADEMARK
REEL: 003070 FRAME: 0706

CERTIFICATE OF OWNERSHIP AND MERGER

OF

THOMSON LEARNING LICENSING CORP.

(a Florida corporation)

into

THOMSON LEARNING INC.

(a Delaware corporation)

It is hereby certified that:

1. Thomson Learning 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 Thomson Learning Licensing Corp., which is a business corporation of the State of Florida.
3. The laws of the jurisdiction of organization of Thomson Learning Licensing Corp. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Thomson Learning Licensing Corp. into the Corporation.
5. The following is a copy of the resolutions adopted on September 27, 2004 by the Board of Directors of the Corporation to merge the said Thomson Learning Licensing Corp. into the Corporation:

RESOLVED, that, effective September 30, 2004, the merger of Thomson Learning Licensing Corp. 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, Plan and Agreement of Merger, Florida Articles of Merger and Plan of Merger, in substantially the forms attached hereto; and it is

FURTHER RESOLVED, that, upon the merger of Thomson Learning Licensing Corp. with and into the Corporation, the Corporation shall assume all of the liabilities of its subsidiary, Thomson Learning Licensing Corp., pursuant to the corporate laws of the State of Delaware; and it is