

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
KNOWLEDGENET.COM, Inc.		12/20/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Thomson Learning Inc.
Street Address:	200 First Stamford Place
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06902
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2669667	K
Registration Number:	2433993	KNOWLEDGENET
Registration Number:	1814768	KNOWLEDGENET
Registration Number:	1802448	KNOWLEDGENET

CORRESPONDENCE DATA

Fax Number: (203)539-7774
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 203-539-8795
 Email: paula.upson@thomson.com
 Correspondent Name: The Thomson Corporation
 Address Line 1: 1 Station Place
 Address Line 2: Paula Upson
 Address Line 4: Stamford, CONNECTICUT 06902

NAME OF SUBMITTER:	Paula K. Upson	TRADEMARK
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CH \$115.00 2669667

Signature:

/pku/

Date:

04/22/2005

Total Attachments: 3

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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:

"KNOWLEDGENET.COM, INC.", A DELAWARE 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 DECEMBER, A.D. 2004, AT
12:30 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
DECEMBER, A.D. 2004.

3067172 8100M

050220866



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3748808

DATE: 03-16-05

TRADEMARK
REEL: 003071 FRAME: 0363

CERTIFICATE OF OWNERSHIP AND MERGER

OF

KNOWLEDGENET.COM, INC.
(a Delaware 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 KnowledgeNet.com, Inc., which is also a business corporation of the State of Delaware.
3. On December 20, 2004, the Board of Directors of the Corporation adopted the following resolutions to merge KnowledgeNet.com, Inc. into the Corporation:

RESOLVED, that, effective December 30, 2004, the merger of KnowledgeNet.com, Inc. 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 Agreement of Merger; and it is

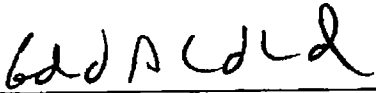
FURTHER RESOLVED that, upon the merger of KnowledgeNet.com, Inc. with and into the Corporation, the Corporation shall assume all of the liabilities of its subsidiary, KnowledgeNet.com, Inc., pursuant to the General Corporation Law of the State of Delaware; and it is

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 resolutions.

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

Executed on December 20, 2004.

Thomson Learning Inc.

By: 
Edward A. Friedland, Vice President