

10-28-2004



102869900

Final documents or copy thereof.

To the Honorable Commissioner of Patent

1. Name of conveying party(ies):

Thomson Learning Inc.

10-26-04

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

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

2. Name and address of receiving party(ies)

Name: Education Direct, Inc.

Internal Address:

Street Address: 925 Oak Street

City: Scranton State: PA Zip: 18615

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State of Pennsylvania 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: 10/1/04

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,807,110

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:

1

7. Total fee (37 CFR 3.41): \$ 40

- 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

10/27/2004 GT0N11 00000169 200866 2807110

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TRADEMARK ASSIGNMENT

This **TRADEMARK ASSIGNMENT** (this "Assignment") is made and entered into this 1st day of October 2004 by and between Thomson Learning Inc., a Delaware corporation having a place of business at 200 First Stamford Place, Stamford, Connecticut 06902 USA, ("Assignor") and Education Direct, Inc., a Pennsylvania corporation having a place of business at 925 Oak Street, Scranton, Pennsylvania 18615 USA ("Assignee") (each a "party," and collectively, the "parties").

WHEREAS, Assignor is the owner of the trademark registration set forth on Schedule A hereto (the "Trademark"); and

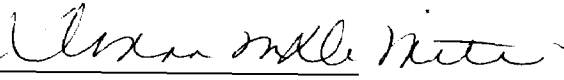
WHEREAS, Assignee desires to purchase all of Assignor's right, title and interest in and to the Trademark, and the goodwill of the business symbolized thereby.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigns to assignee all of Assignor's right, title and interest in and to the Trademark, including all rights therein provided by international conventions and treaties, and the goodwill of the business symbolized thereby.
2. Assignor makes no warranties, express or implied, with respect to the Trademark.
3. Assignor hereby covenants that Assignor shall, at the cost and expense of Assignee, take all actions and execute all documents necessary or desirable to perfect the interest of Assignee in and to the Trademark, and shall not enter into any agreement in conflict with this Assignment.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the date first written above.

THOMSON LEARNING INC.

By: 

Name: Donna M. DiMitri

Title: Assistant Secretary

SCHEDULE A

Mark

Reg. No./(App. No.)

EDUCATION DIRECT

2,807,110