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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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11-12-2004

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



Tab settings

To the Honorable Commissioner of Patents :

102880079

documents or copy thereof.

1. Name of conveying party(ies):

TED Licensing Corporation

- Individual(s) Association General Partnership Limited Partnership Corporation-State of California 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: 9/27/04

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

983,060 1,862,041 1,316,190 1,082,049 1,472,707

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:

5

7. Total fee (37 CFR 3.41): \$ 140

- 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 Upson Name of Person Signing

Signature

10/29/04

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

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Wednesday, October 06, 2004

Trademark List

Page: 1

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number	Registration Number/Date	Renewal Date	First Use Date
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DIAL-A-QUESTION	TED		HAR1005	Registered	72,441,359	983,060	30-Apr-2014	23-Feb-1972
Country: United States of America								
Owner: TED Licensing Corporation								
Classes: 35								

ICS	TED		HAR1165	Registered	73,124,530	1,082,049	10-Jan-2008	17-Dec-1964
Country: United States of America								
Owner: TED Licensing Corporation								
Classes: 41								

ICSS SINCE 1890	TED		HAR1195	Registered	74,379,230	1,862,041	08-Nov-2004	08-Mar-1973
Country: United States of America								
Owner: TED Licensing Corporation								
Classes: 41								

NATIONAL LEARNING SYSTEMS	TED		HAR1257	Registered	73,641,364	1,472,707	12-Jan-2008	01-Sep-1986
Country: United States of America								
Owner: TED Licensing Corporation								
Classes: 16								

TEL-TEST	TED		HAR1379	Registered	73,428,890	1,316,190	22-Jan-2005	11-Feb-1983
Country: United States of America								
Owner: TED Licensing Corporation								
Classes: 41								

2004091-606

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger
(15 Pa.C.S.)

Entity Number
883905

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name _____

Address _____

City _____ State _____ Zip Code _____

Document will be returned to the name and address you enter to the left.

Fee: \$150 plus \$40 additional for each Party in additional to two

Filed in the Department of State on SEP 29 2004

[Signature]
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Education Direct, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
_____				_____
(b) Name of Commercial Registered Office Provider				County
c/o The Prentice-Hall Corporation System, Inc.				Dauphin

_____ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
_____				_____
(b) Name of Commercial Registered Office Provider				County
c/o _____				_____

_____ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip

PA DEPT OF STATE

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DSCB:15-1926/5926/8547-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
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TED Licensing Corporation	non-qualified		
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4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: 9/30/2004 at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Education Direct, Inc.	Adopted by unanimous written consent of the Board

of Directors and Sole Shareholder pursuant to 15 Pa.C.S. Section 1924(a).

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~

~~The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.~~

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street	City	State	Zip	County
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TRADEMARK

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DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

27th day of September,

2004

Education Direct, Inc.

Name of Corporation/Limited Partnership

Marc E. Gold

Signature

Marc E. Gold, Assistant Secretary

Title

TED Licensing Corporation

Name of Corporation/Limited Partnership

Dawn L. Ehlers

Signature

Dawn L. Ehlers, Vice President

Title

PLAN OF MERGER approved on September 27, 2004 by TED Licensing Corporation, which is a business corporation organized under the laws of the State of California, and by resolution adopted by its Board of Directors on said date, and approved on September 27, 2004 by Education Direct, Inc., which is a business corporation organized under the laws of the Commonwealth of Pennsylvania, and which is subject to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. TED Licensing Corporation and Education Direct, Inc. shall, pursuant to the provisions of the Corporation Code of the State of California and the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, be merged with and into a single corporation, to wit, Education Direct, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of TED Licensing Corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Corporation Code of the State of California.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. All of the issued shares in total owned by the sole shareholder of the terminating corporation shall, upon the effective date of the merger, be surrendered, extinguished and cancelled without consideration. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share that is issued as of the effective date of

the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Corporation Code of the State of California and in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Any officer of the terminating corporation and any officer of the surviving corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

8. The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern the same, be September 30, 2004.

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

October 26, 2004

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

EDUCATION DIRECT, INC.

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortés

Secretary of the Commonwealth

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