

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Netlearning, Inc.		06/23/2004	CORPORATION: TENNESSEE

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: 1

Property Type	Number	Word Mark
Registration Number:	2487160	NET LEARNING THE ULTIMATE LEARNING SYSTEM

CORRESPONDENCE DATA

Fax Number: (203)539-7774
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 203-969-8795
 Email: trademarks@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
Signature:	/pku/
Date:	11/02/2005

CH \$40.00 2487160

Total Attachments: 4

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

NETLEARNING, INC.

(a Tennessee 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 NETLEARNING, INC., which is a business corporation of the State of Tennessee.
3. The laws of the jurisdiction of organization of NETLEARNING, INC. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges NETLEARNING, INC. into the Corporation.
5. The following is a copy of the resolutions adopted on June 22, 2004 by the Board of Directors of the Corporation to merge the said NETLEARNING, INC. into the Corporation:

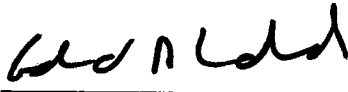
RESOLVED, that, effective upon the date of filing, the merger of NetLearning, Inc. with and into the Corporation be, and it hereby is, authorized and approved in accordance with the terms and conditions of the State of Tennessee Articles of Merger and the State of Delaware Certificate of Ownership and 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.

6. The effective date and time of the merger shall be as of the time of filing.

Executed on June 23, 2004

THOMSON LEARNING INC.

By: 

Edward A. Friedland
Vice President

ARTICLES OF MERGER
OF
NETLEARNING, INC.
AND
THOMSON LEARNING INC.

To the Secretary of State
State of Tennessee

Pursuant to the provisions of the Tennessee Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Tennessee, and which is subject to the provisions of the Tennessee Business Corporation Act, is NETLEARNING, INC.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is THOMSON LEARNING INC.

3. The number of outstanding shares of NETLEARNING, INC. is 1,877,016 shares of common stock, all of which are of one class, and all of which are owned by THOMSON LEARNING INC.

4. The following is the Plan of Merger for merging NETLEARNING, INC. into THOMSON LEARNING INC. as approved by resolution by both the Board of Directors and the sole stockholder of THOMSON LEARNING INC.

"1. THOMSON LEARNING INC., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of NETLEARNING, INC., which is a business corporation of the State of Tennessee and the subsidiary corporation, hereby merges NETLEARNING, INC. into THOMSON LEARNING INC. pursuant to the provisions of the Tennessee Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of THOMSON LEARNING INC.

"2. The separate existence of NETLEARNING, INC. shall cease at the effective time and date of the merger pursuant to the provisions of the Tennessee Business Corporation Act; and THOMSON LEARNING INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of NETLEARNING, INC. shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of THOMSON LEARNING INC. 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 of the merger herein provided for."

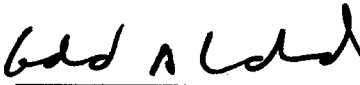
5. THOMSON LEARNING INC. is the owner of all of the issued shares of NETLEARNING, INC. and THOMSON LEARNING INC. waived the mailing of a copy of the Plan of Merger.

6. The laws of the jurisdiction of organization of THOMSON LEARNING INC. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of THOMSON LEARNING INC.; and the merger of NETLEARNING, INC. into THOMSON LEARNING INC. is in compliance with the laws of the jurisdiction of organization of THOMSON LEARNING INC.

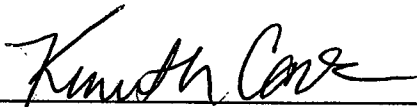
7. The effective time and date of the merger herein provided for in the State of Tennessee shall be upon filing.

Executed on June 23, 2004

THOMSON LEARNING INC.

By 
Name: Edward A. Friedland
Capacity: Vice President

NETLEARNING, INC.

By 
Name: Kenneth A. Carson
Capacity: Vice President