

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Chauncey Group International Ltd.		06/30/2005	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: 7

Property Type	Number	Word Mark
Registration Number:	2678502	ASSOCIATE TECHNOLOGY SPECIALIST
Registration Number:	2506348	CTT
Registration Number:	2998154	DSST
Registration Number:	2249888	THE CHAUNCEY GROUP INTERNATIONAL
Registration Number:	2407480	ASSOCIATE TECHNOLOGY SPECIALIST
Registration Number:	2589186	CHAUNCEY TESTEXPRESS
Registration Number:	2444585	DSST

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: Trademarks@Thomson.com

CH \$190.00 2678502

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:	01/08/2007

Total Attachments: 2
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CERTIFICATE OF OWNERSHIP AND MERGER

OF

THE CHAUNCEY GROUP INTERNATIONAL LTD.
(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 The Chauncey Group International Ltd., which is also a business corporation of the State of Delaware.
3. On June 30, 2005, the Board of Directors of the Corporation adopted the following resolutions to merge The Chauncey Group International Ltd. into the Corporation:

WHEREAS, the Corporation wishes to enter into an Agreement of Merger dated June 30, 2005, between the Corporation and its subsidiary, The Chauncey Group International Ltd. ("CGIL"), pursuant to which, CGIL would merge with and into the Corporation on September 30, 2005, with the Corporation continuing as the surviving corporation (the "Merger Agreement").

RESOLVED, that the Merger Agreement, substantially in the form distributed to the Board of Directors, together with the Delaware Certificate of Ownership and Merger contemplated thereby, be and each of them hereby is, authorized and approved in all respects; and it is

FURTHER RESOLVED, that, upon the merger of CGIL with and into the Corporation on September 30, 2005, the Corporation shall assume all of the liabilities of CGIL, pursuant to the General Corporation Law of the State of Delaware; and it is

FURTHER RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; 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 and time of the merger shall be September 30, 2005 at 4:30 p.m.

Executed on June 30, 2005.

THOMSON LEARNING INC.

By: 

Helen V. Stamatidis
Assistant Secretary