

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Thomson Learning Licensing Corporation		09/27/2004	CORPORATION: FLORIDA

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:	2435466	JOURNEY THROUGH

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
 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/

CH \$40.00 2435466

Date:

06/28/2007

Total Attachments: 3

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Delaware

PAGE 1

The First State

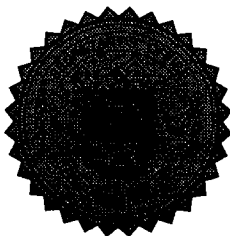
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THOMSON LEARNING LICENSING CORP.", A FLORIDA 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 SEPTEMBER, A.D. 2004, AT 12:04 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 SEPTEMBER, A.D. 2004.

2406150 8100M

040729110



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3400860

DATE: 10-08-04

TRADEMARK
REEL: 003570 FRAME: 0144

CERTIFICATE OF OWNERSHIP AND MERGER

OF

THOMSON LEARNING LICENSING CORP.

(a Florida 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 Thomson Learning Licensing Corp., which is a business corporation of the State of Florida.

3. The laws of the jurisdiction of organization of Thomson Learning Licensing Corp. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Thomson Learning Licensing Corp. into the Corporation.

5. The following is a copy of the resolutions adopted on September 27, 2004 by the Board of Directors of the Corporation to merge the said Thomson Learning Licensing Corp. into the Corporation:

RESOLVED, that, effective September 30, 2004, the merger of Thomson Learning Licensing Corp. 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, Plan and Agreement of Merger, Florida Articles of Merger and Plan of Merger, in substantially the forms attached hereto; and it is

FURTHER RESOLVED, that, upon the merger of Thomson Learning Licensing Corp. with and into the Corporation, the Corporation shall assume all of the liabilities of its subsidiary, Thomson Learning Licensing Corp., pursuant to the corporate laws of the State of Delaware; and it is

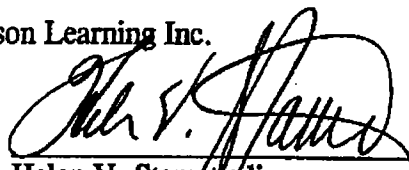
FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized, empowered and directed to do, or cause to be done, all such acts and things, and to approve, execute and deliver all such agreements and other documents as may be necessary or in the opinion of the officer or officers acting, advisable and proper to carry out the intent of and effect the purposes of the foregoing resolutions.

6. The effective date of the merger shall be September 30, 2004.

Executed on September 27, 2004.

Thomson Learning Inc.

By:



Helen V. Stamatiadis
Assistant Secretary

DE BC D-CERTIFICATE OF OWNERSHIP AND MERGER S>P F>D 07/98-2 (#596)