

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Thomson Learning Inc.		08/31/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
<b>Name:</b>	Cengage Learning, Inc.
<b>Street Address:</b>	200 First Stamford Place
<b>City:</b>	Stamford
<b>State/Country:</b>	CONNECTICUT
<b>Postal Code:</b>	06902
<b>Entity Type:</b>	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 162

Property Type	Number	Word Mark
Serial Number:	76613078	1PASS
Registration Number:	2487844	A MULTIMEDIA INTRODUCTION TO PSYCHOLOGY PSYK.TREK
Serial Number:	78515228	ALGEBRANOW
Registration Number:	2518567	AN INSTRUCTOR'S BEST FRIEND
Registration Number:	3022696	ATAJO
Registration Number:	2948257	ATOMIC DOG PUBLISHING
Registration Number:	3191767	AUTOMATED ACCOUNTING
Registration Number:	2447156	BASIC COUNSELING RESPONSES
Registration Number:	2949171	BIOBYTE
Serial Number:	78721134	BOOMERANG TEXTBOOKS
Serial Number:	78513240	BROOKS/COLE
Registration Number:	0913703	C21
Serial Number:	78515117	CALCULUSNOW
Registration Number:	2137066	CASENET

OP \$4065.00 76613078

Registration Number:	0913702	CENTURY 21
Registration Number:	2099861	CHANGING THE WAY THE WORLD LEARNS
Registration Number:	2070895	CHANGING THE WAY THE WORLD LEARNS
Registration Number:	2949170	CHEMBYTE
Registration Number:	2866157	COGLAB
Registration Number:	2091574	COMMUNICATION 2000
Serial Number:	78944956	COMP 21
Serial Number:	78944963	COMPOSITION IN THE 21ST CENTURY
Registration Number:	2807293	COURSEKEY
Serial Number:	78515061	CRIMINOLOGYNOW
Registration Number:	2245895	DATA ANALYSIS PLUS
Registration Number:	2999906	
Registration Number:	1477475	
Registration Number:	2256159	
Registration Number:	2036544	DUXBURY PRESS
Registration Number:	2632647	EARTH SYSTEMS TODAY
Serial Number:	78861098	ECONOMIC JUMPSTART
Serial Number:	78861108	ECONOMIC LEARNINGPATH
Registration Number:	2645216	E-RIGINALITY
Registration Number:	2425343	E-TAS
Registration Number:	3036150	FAST STAT
Serial Number:	78515164	GEOMETRYNOW
Serial Number:	77109585	GO! CHEMISTRY
Registration Number:	2991177	GRAMMAR IN CONTEXT
Serial Number:	78852463	HEINLE & HEINLE
Serial Number:	78852458	HH
Registration Number:	3024188	HISTORYNOW!
Registration Number:	2519950	HYBRED MEDIA
Serial Number:	78971052	ICHAPTERS.COM
Registration Number:	2884582	ILRN
Registration Number:	1866136	ITP
Serial Number:	76601205	JOININ
Serial Number:	78974631	KEYCHECK
Registration Number:	2318732	LABS ON DEMAND
Serial Number:	78519549	LEARNINGEQUATIONSNOW

Serial Number:	78942946	LIT 21
Serial Number:	78942980	LITERATURE IN THE 21ST CENTURY
Serial Number:	78954024	MARKETING TO GO
Serial Number:	78519523	MATHEMATICSNOW
Serial Number:	78519516	MATHNOW
Registration Number:	2949202	MLS
Registration Number:	2939230	MY ASTRONOMY COURSE
Registration Number:	2817702	MY BACKPACK
Serial Number:	78948586	MYELT
Registration Number:	2519949	NEW BREED PUBLISHING
Registration Number:	1750118	NEWBURY HOUSE
Serial Number:	78943763	POETRY 21
Serial Number:	78943772	POETRY IN THE 21ST CENTURY
Serial Number:	78515082	POLITICAL SCIENCENOW
Serial Number:	78515111	POLITICSNOW
Registration Number:	2665920	POWERSTUDY
Registration Number:	3015903	PROTEUS
Serial Number:	76390426	PSYCH ODYSSEY
Registration Number:	2350223	PSYCHNOW!
Serial Number:	78515088	PSYCHOLOGYNOW
Registration Number:	2388136	PSYK.TREK
Registration Number:	2183184	PWS
Registration Number:	2146913	PWS
Registration Number:	2542729	QT: QUIZZING AND TESTING
Registration Number:	2083562	QUICK TORIAL
Registration Number:	2425557	SEEING STATISTICS
Registration Number:	1709332	SHELLY CASHMAN SERIES
Registration Number:	2645476	SKILLS @ WORK
Registration Number:	2977087	SMARTLINK
Registration Number:	2331169	SNIFFY THE VIRTUAL RAT
Serial Number:	78515078	SOCIOLOGYNOW
Registration Number:	2658461	SOLVERTABLE
Serial Number:	78513315	SOUTH-WESTERN
Registration Number:	2131844	SOUTH-WESTERN COMPUTER TRAINING SERIES
Serial Number:	78515126	STATISTICSNOW

Registration Number:	2375922	STATPRO
Registration Number:	2444775	STATSOURCE
Serial Number:	78785694	SYSTEME-D
Registration Number:	2489247	TEXERE
Registration Number:	2643749	TOOLS FOR ENRICHING
Serial Number:	78515157	TRIGINOMETRYNOW
Registration Number:	2913503	TYPING TIME
Serial Number:	76528543	WADSWORTH INSITE
Registration Number:	2721657	WEBTUTOR
Serial Number:	78515294	WRITER'S RESOURCESNOW
Registration Number:	2537370	ARTISTPRO.COM THE RECORDING INDUSTRY NETWORK
Registration Number:	2165379	ATC CHALLENGE
Serial Number:	78677332	BOOTCAMP-IN-A-BOX
Registration Number:	2701239	CERTIFICATION CIRCLE
Registration Number:	2559631	CHILTON
Registration Number:	2585983	CHILTON
Registration Number:	2713595	CHILTON
Registration Number:	2605298	CHILTON'S
Registration Number:	2840037	CHILTON'S
Registration Number:	2775995	CHILTON'S ONLINE
Registration Number:	3080974	COACHING CLUB
Registration Number:	1660331	COURSE TECHNOLOGY
Registration Number:	3029726	COURSEFORWARD
Registration Number:	3045881	COURSEPORT
Registration Number:	2474615	COURSEPREP
Registration Number:	2940380	DELMARLEARNING.COM
Registration Number:	2555100	
Registration Number:	2475660	
Registration Number:	2453311	
Registration Number:	2861699	DESIGN PROFESSIONAL SERIES
Registration Number:	2757302	ED2GO
Registration Number:	3050620	EDUCATIONTOGO
Registration Number:	2805534	EXTEND YOUR REACH
Registration Number:	2279514	FAST & EASY
Registration Number:	2383185	FAST & EASY

Registration Number:	2366240	FAST & EASY
Registration Number:	2902033	FIRE FLASH
Serial Number:	78580502	FLIPCARDS
Registration Number:	2143496	GET STARTED
Registration Number:	2117104	ILLUSTRATED INTERACTIVE
Registration Number:	2447166	ILLUSTRATED LEARNING LIBRARY
Registration Number:	2124518	ILLUSTRATED PROJECTS
Registration Number:	3022176	ILT SERIES
Serial Number:	78701326	IVIEW
Registration Number:	2555101	JAMSA
Registration Number:	3108475	KNOW IT? SHOW IT.
Registration Number:	2658712	LEARN BY SERIES
Registration Number:	2439597	LEARNING PATH MANAGER
Serial Number:	78706595	LIFEWORCS
Registration Number:	2487160	NET LEARNING THE ULTIMATE LEARNING SYSTEM
Serial Number:	78610705	NETCOMPETENCY
Serial Number:	78756116	NETEXPRESS
Serial Number:	78755938	NETLEARNING
Serial Number:	78756095	NETMANAGER
Serial Number:	78755860	NETNOTES
Serial Number:	78759056	NETREVIEW
Registration Number:	1713122	ONWORD PRESS
Registration Number:	2724192	P
Serial Number:	77080054	PREVIEW
Registration Number:	2949173	SAM CHALLENGE
Registration Number:	1732971	SHELLY CASHMAN SERIES
Registration Number:	2974794	STUDYWARE
Serial Number:	76603311	STUDYWARE
Registration Number:	2832855	TECHONE
Serial Number:	76596840	THE 80/20 SERIES
Registration Number:	2565920	THE FIRST STEP IN REPAIR
Registration Number:	3085163	TODAY'S TECHNICIAN
Registration Number:	2776422	TOM
Registration Number:	2648206	TOTAL CAR CARE
Registration Number:	3151184	TOTAL CAR CARE

Registration Number:	2587633	TOTAL CAR CARE
Registration Number:	3196131	WHERE SMART ENTHUSIASTS CLICK FOR SERVICE INFORMATION
Serial Number:	78701354	WHERE SMART TECHNICIANS CLICK FOR SERVICE INFORMATION
Serial Number:	78505453	WRITING EXCELLENCE
Registration Number:	2913671	XGDX
Registration Number:	2435466	JOURNEY THROUGH
Serial Number:	77106380	COURSENOTES
Serial Number:	78755787	NETAUTHOR

**CORRESPONDENCE DATA**

Fax Number: (212)455-2502  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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Correspondent Name: Kirstie Howard, Esq.  
Address Line 1: Simpson Thacher & Bartlett LLP  
Address Line 2: 425 Lexington Avenue  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	092857/0005
NAME OF SUBMITTER:	Kirstie Howard
Signature:	/kh/
Date:	10/11/2007

**Total Attachments: 14**  
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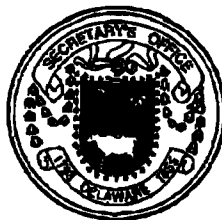
*The First State*

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 AMENDMENT OF "THOMSON LEARNING INC.", CHANGING ITS NAME FROM "THOMSON LEARNING INC." TO "CENGAGE LEARNING, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2406150 8100

070976046



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5969647

DATE: 08-31-07

TRADEMARK

REEL: 003638 FRAME: 0319

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

THOMSON LEARNING INC.

It is hereby certified that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is

THOMSON LEARNING INC.


SECOND: The certificate of incorporation of the corporation is hereby amended by striking out Article 1. thereof and by substituting in lieu of said Article the following new Article:

"1. The name of the corporation is

CENGAGE LEARNING, INC."

THIRD: The amendment of the certificate of incorporation herein certified have been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on August 28, 2007

  
Name: Margaret Heckler  
Title: Assistant Secretary



Schedule A

Trademarks and Trademark Applications

<b>Registered Owner/Grantor</b>	<b>Trademark</b>	<b>Country</b>	<b>Reg. No. or Application No.</b>	<b>Date of Filing/Issuance</b>
Thomson Learning Inc.	IPASS	United States	76,613,078	9/28/2004
Thomson Learning Inc.	A MULTIMEDIA INTRODUCTION TO PSYCHOLOG PSYK.TREK	United States	2,487,844	9/11/2001
Thomson Learning Inc.	ALGEBRANOW	United States	78,515,228	11/11/2004
Thomson Learning Inc.	AN INSTRUCTOR'S BEST FRIEND	United States	2,518,567	12/11/2001
Thomson Learning Inc.	ATAJO	United States	3,022,696	12/6/2005
Thomson Learning Inc.	ATOMIC DOG PUBLISHING	United States	2,948,257	5/10/2005
Thomson Learning Inc.	AUTOMATED ACCOUNTING	United States	3,191,767	1/2/2007
Thomson Learning Inc.	BASIC COUNSELING RESPONSES	United States	2,447,156	4/24/2001
Thomson Learning Inc.	BIOBYTE (stylized)	United States	2,949,171	5/10/2005
Thomson Learning Inc.	BOOMERANG TEXTBOOKS	United States	78,721,134	9/27/2005
Thomson Learning Inc.	BROOKS/COLE	United States	78,513,240	11/8/2004
Thomson Learning Inc.	C21 (Stylized)	United States	913,703	6/8/1971
Thomson Learning Inc.	CALCULUSNOW	United States	78,515,117	11/11/2004

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	CASENET (& design)	United States	2,137,066	2/17/1998
Thomson Learning Inc.	CENTURY 21	United States	913,702	6/8/1971
Thomson Learning Inc.	CHANGING THE WAY THE WORLD LEARNS	United States	2,099,861	9/23/1997
Thomson Learning Inc.	CHANGING THE WAY THE WORLD LEARNS	United States	2,070,895	6/10/1997
Thomson Learning Inc.	CHEMBYTE (stylized)	United States	2,949,170	5/10/2005
Thomson Learning Inc.	COGLAB	United States	2,866,157	7/27/2004
Thomson Learning Inc.	COMMUNICATION 2000	United States	2,091,574	8/26/1997
Thomson Learning Inc.	COMP 21	United States	78,944,956	8/4/2006
Thomson Learning Inc.	COMPOSITION IN THE 21ST CENTURY	United States	78,944,963	8/4/2006
Thomson Learning Inc.	COURSEKEY	United States	2,807,293	1/20/2004
Thomson Learning Inc.	CRIMINOLOGYNOW	United States	78,515,061	11/11/2004
Thomson Learning Inc.	DATA ANALYSIS PLUS	United States	2,245,895	5/18/1999
Thomson Learning Inc.	Design - (Leaf logo)	United States	2,999,906	9/27/2005
Thomson Learning Inc.	DESIGN (of a Cat Pointing)	United States	1,477,475	2/23/1988

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	DESIGN (of Lion)	United States	2,256,159	6/29/1999
Thomson Learning Inc.	DUXBURY PRESS	United States	2,036,544	2/11/1997
Thomson Learning Inc.	EARTH SYSTEMS TODAY	United States	2,632,647	10/8/2002
Thomson Learning Inc.	ECONOMIC JUMPSTART	United States	78,861,098	4/13/2006
Thomson Learning Inc.	ECONOMIC LEARNINGPATH	United States	78,861,108	4/13/2006
Thomson Learning Inc.	E-RIGINALITY	United States	2,645,216	11/5/2002
Thomson Learning Inc.	E-TAS & Design	United States	2,425,343	1/30/2001
Thomson Learning Inc.	FAST STAT & Design	United States	3,036,150	12/27/2005
Thomson Learning Inc.	GEOMETRYNOW	United States	78,515,164	11/11/2004
Thomson Learning Inc.	GO! CHEMISTRY	United States	77,109,585	2/16/2007
Thomson Learning Inc.	GRAMMAR IN CONTEXT	United States	2,991,177	9/6/2005
Thomson Learning Inc.	HEINLE & HEINLE	United States	78,852,463	4/3/2006
Thomson Learning Inc.	HH	United States	78,852,458	4/3/2006
Thomson Learning Inc.	HISTORYNOW!	United States	3,024,188	12/6/2005

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	HYBRED MEDIA	United States	2,519,950	12/18/2001
Thomson Learning Inc.	ICHAPTERS.COM	United States	78,971,052	9/11/2006
Thomson Learning Inc.	ILRN	United States	2,884,582	9/14/2004
Thomson Learning Inc.	ITP (& design of encircled T)	United States	1,866,136	12/6/1994
Thomson Learning Inc.	JOININ	United States	76,601,205	7/8/2004
Thomson Learning Inc.	JOURNEY THROUGH	United States	2,435,466	3/13/2001
Thomson Learning Inc.	KEYCHECK	United States	78,974,631	9/14/2006
Thomson Learning Inc.	LABS ON DEMAND (Stylized)	United States	2,318,732	2/15/2000
Thomson Learning Inc.	LEARNINGEQUATIONSNOW	United States	78,519,549	11/18/2004
Thomson Learning Inc.	LIT 21	United States	78,942,946	8/2/2006
Thomson Learning Inc.	LITERATURE IN THE 21ST CENTURY	United States	78,942,980	8/2/2006
Thomson Learning Inc.	MARKETING TO GO	United States	78,954,024	8/17/2006
Thomson Learning Inc.	MATHEMATICSNOW	United States	78,519,523	11/18/2004
Thomson Learning Inc.	MATHNOW	United States	78,519,516	11/18/2004

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	MLS	United States	2,949,202	5/10/2005
Thomson Learning Inc.	MY ASTRONOMY COURSE	United States	2,939,230	4/12/2005
Thomson Learning Inc.	MY BACKPACK	United States	2,817,702	2/24/2004
Thomson Learning Inc.	MyELT	United States	78,948,586	8/9/2006
Thomson Learning Inc.	NEW BREED PUBLISHING	United States	2,519,949	12/18/2001
Thomson Learning Inc.	NEWBURY HOUSE (& design)	United States	1,750,118	2/2/1993
Thomson Learning Inc.	POETRY 21	United States	78,943,763	8/3/2006
Thomson Learning Inc.	POETRY IN THE 21ST CENTURY	United States	78,943,772	8/3/2006
Thomson Learning Inc.	POLITICAL SCIENCENOW	United States	78,515,082	11/11/2004
Thomson Learning Inc.	POLITICSNOW	United States	78,515,111	11/11/2004
Thomson Learning Inc.	POWERSTUDY	United States	2,665,920	12/24/2002
Thomson Learning Inc.	PROTEUS	United States	3,015,903	11/15/2005
Thomson Learning Inc.	PSYCH ODYSSEY	United States	76,390,426	4/3/2002
Thomson Learning Inc.	PSYCHNOW!	United States	2,350,223	5/16/2000

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	PSYCHOLOGYNOW	United States	78,515,088	11/11/2004
Thomson Learning Inc.	PSYK.TREK	United States	2,388,136	9/19/2000
Thomson Learning Inc.	PWS	United States	2,183,184	8/25/1998
Thomson Learning Inc.	PWS (& design)	United States	2,146,913	3/31/1998
Thomson Learning Inc.	QT: QUIZZING AND TESTING	United States	2,542,729	2/26/2002
Thomson Learning Inc.	QUICK TORIAL (& design)	United States	2,083,562	7/29/1997
Thomson Learning Inc.	SEEING STATISTICS	United States	2,425,557	1/30/2001
Thomson Learning Inc.	SHELLY CASHMAN SERIES (& design)	United States	1,709,332	8/18/1992
Thomson Learning Inc.	SKILLS @ WORK (& design)	United States	2,645,476	11/5/2002
Thomson Learning Inc.	SMARTLINK	United States	2,977,087	7/26/2005
Thomson Learning Inc.	SNIFFY THE VIRTUAL RAT	United States	2,331,169	3/21/2000
Thomson Learning Inc.	SOCIOLOGYNOW	United States	78,515,078	11/11/2004
Thomson Learning Inc.	SOLVERTABLE	United States	2,658,461	12/10/2002
Thomson Learning Inc.	SOUTH-WESTERN	United States	78,513,315	11/8/2004

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	SOUTH-WESTERN COMPUTER TRAINING SERIES	United States	2,131,844	1/27/1998
Thomson Learning Inc.	STATISTICSNOW	United States	78,515,126	11/11/2004
Thomson Learning Inc.	STATPRO	United States	2,375,922	8/8/2000
Thomson Learning Inc.	STATSOURCE	United States	2,444,775	4/17/2001
Thomson Learning Inc.	SYSTEME-D	United States	78,785,694	1/5/2006
Thomson Learning Inc.	TEXERE	United States	2,489,247	9/11/2001
Thomson Learning Inc.	TOOLS FOR ENRICHING	United States	2,643,749	10/29/2002
Thomson Learning Inc.	TRIGINOMETRYNOW	United States	78,515,157	11/11/2004
Thomson Learning Inc.	TYPING TIME	United States	2,913,503	12/21/2004
Thomson Learning Inc.	WADSWORTH INSITE	United States	76,528,543	7/9/2003
Thomson Learning Inc.	WEBTUTOR (stylized)	United States	2,721,657	6/3/2003
Thomson Learning Inc.	WRITER'S RESOURCESNOW	United States	78,515,294	11/11/2004
Thomson Learning Inc.	ARTISTPRO.COM THE RECORDING INDUSTRY NETWORK	United States	2,537,370	2/5/2002
Thomson Learning Inc.	ATC CHALLENGE	United States	2,165,379	6/16/1998

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	BOOTCAMP-IN-A-BOX	United States	78,677,332	7/25/2005
Thomson Learning Inc.	CERTIFICATION CIRCLE	United States	2,701,239	3/25/2003
Thomson Learning Inc.	CHILTON	United States	2,559,631	4/9/2002
Thomson Learning Inc.	CHILTON	United States	2,585,983	6/25/2002
Thomson Learning Inc.	CHILTON	United States	2,713,595	5/6/2003
Thomson Learning Inc.	CHILTON'S	United States	2,605,298	8/6/2002
Thomson Learning Inc.	CHILTON'S	United States	2,840,037	5/11/2004
Thomson Learning Inc.	CHILTON'S ONLINE	United States	2,775,995	10/21/2003
Thomson Learning Inc.	COACHING CLUB (Stylized)	United States	3,080,974	4/11/2006
Thomson Learning Inc.	COURSE TECHNOLOGY (& design)	United States	1,660,331	10/8/1991
Thomson Learning Inc.	COURSEFORWARD	United States	3,029,726	12/13/2005
Thomson Learning Inc.	COURSENOTES	United States	77,106,380	2/13/2007
Thomson Learning Inc.	COURSEPORT	United States	3,045,881	1/17/2006
Thomson Learning Inc.	COURSEPREP	United States	2,474,615	7/31/2001



Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	DELMARLEARNING.COM	United States	2,940,380	4/12/2005
Thomson Learning Inc.	Design of Dog Front View	United States	2,555,100	4/2/2002
Thomson Learning Inc.	Design of Dog laying down	United States	2,475,660	8/7/2001
Thomson Learning Inc.	Design of Dog sitting up	United States	2,453,311	5/22/2001
Thomson Learning Inc.	DESIGN PROFESSIONAL SERIES	United States	2,861,699	7/6/2004
Thomson Learning Inc.	ED2GO	United States	2,757,302	8/26/2003
Thomson Learning Inc.	EDUCATIONTOGO	United States	3,050,620	1/24/2006
Thomson Learning Inc.	EXTEND YOUR REACH	United States	2,805,534	1/13/2004
Thomson Learning Inc.	FAST & EASY (& Design)	United States	2,279,514	9/21/1999
Thomson Learning Inc.	FAST & EASY (Stylized)	United States	2,383,185	9/5/2000
Thomson Learning Inc.	FAST & EASY (Stylized)	United States	2,366,240	7/11/2000
Thomson Learning Inc.	FIRE FLASH	United States	2,902,033	11/9/2004
Thomson Learning Inc.	FLIPCARDS	United States	78,580,502	3/4/2005
Thomson Learning Inc.	GET STARTED	United States	2,143,496	3/10/1998

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	ILLUSTRATED INTERACTIVE	United States	2,117,104	11/25/1997
Thomson Learning Inc.	ILLUSTRATED LEARNING LIBRARY	United States	2,447,166	4/24/2001
Thomson Learning Inc.	ILLUSTRATED PROJECTS	United States	2,124,518	12/23/1997
Thomson Learning Inc.	ILT SERIES	United States	3,022,176	11/29/2005
Thomson Learning Inc.	IVIEW	United States	78,701,326	8/26/2005
Thomson Learning Inc.	JAMSA	United States	2,555,101	4/2/2002
Thomson Learning Inc.	KNOW IT? SHOW IT.	United States	3,108,475	6/27/2006
Thomson Learning Inc.	LEARN BY SERIES	United States	2,658,712	12/10/2002
Thomson Learning Inc.	LEARNING PATH MANAGER	United States	2,439,597	3/27/2001
Thomson Learning Inc.	LIFEWORKS	United States	78,706,595	9/2/2005
Thomson Learning Inc.	NET LEARNING THE ULTIMATE LEARNING SYSTEM & Design	United States	2,487,160	9/11/2001
Thomson Learning Inc.	NETAUTHOR	United States	78,755,787	11/17/2005
Thomson Learning Inc.	NETCOMPETENCY	United States	78,610,705	4/18/2005
Thomson Learning Inc.	NETEXPRESS	United States	78,756,116	11/17/2005

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	NETLEARNING	United States	78,755,938	11/17/2005
Thomson Learning Inc.	NETMANAGER	United States	78,756,095	11/17/2005
Thomson Learning Inc.	NETNOTES	United States	78,755,860	11/17/2005
Thomson Learning Inc.	NETREVIEW	United States	78,759,056	11/22/2005
Thomson Learning Inc.	ONWORD PRESS	United States	1,713,122	9/8/1992
Thomson Learning Inc.	P (Stylized)	United States	2,724,192	6/10/2003
Thomson Learning Inc.	PREVIEW	United States	77,080,054	1/10/2007
Thomson Learning Inc.	SAM CHALLENGE	United States	2,949,173	5/10/2005
Thomson Learning Inc.	SHELLY CASHMAN SERIES	United States	1,732,971	11/17/1992
Thomson Learning Inc.	STUDYWARE	United States	2,974,794	7/19/2005
Thomson Learning Inc.	STUDYWARE	United States	76,603,311	7/21/2004
Thomson Learning Inc.	TECHONE	United States	2,832,855	4/13/2004
Thomson Learning Inc.	THE 80/20 SERIES	United States	76,596,840	6/10/2004
Thomson Learning Inc.	THE FIRST STEP IN REPAIR	United States	2,565,920	4/30/2002

Registered Owner/ Grantor	Trademark	Country	Reg. No. or Application No.	Date of Filing/Issuance
Thomson Learning Inc.	TODAY'S TECHNICIAN	United States	3,085,163	4/25/2006
Thomson Learning Inc.	TOM	United States	2,776,422	10/21/2003
Thomson Learning Inc.	TOTAL CAR CARE	United States	2,648,206	11/12/2002
Thomson Learning Inc.	TOTAL CAR CARE	United States	3,151,184	10/3/2006
Thomson Learning Inc.	TOTAL CAR CARE (Stylized)	United States	2,587,633	7/2/2002
Thomson Learning Inc.	WHERE SMART ENTHUSIASTS CLICK FOR SERVICE INFORMAT	United States	3,196,131	1/9/2007
Thomson Learning Inc.	WHERE SMART TECHNICIANS CLICK FOR SERVICE INFORMAT	United States	78,701,354	8/26/2005
Thomson Learning Inc.	WRITING EXCELLENCE	United States	78,505,453	10/25/2004
Thomson Learning Inc.	XGDX	United States	2,913,671	12/21/2004