

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cengage Learning Inc.	FORMERLY Thomson Learning Inc.	09/26/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Skillsoft Corporation		
Street Address:	107 NORTHEASTERN BLVD.		
City:	NASHUA		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03062		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	76591251	ILT SERIES	
Serial Number:	78580502	FLIPCARDS	
CORRESPONDENCE DATA			
Fax Number:	(650)324-0638		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(650) 324-7000		
Email:	sv-trademark@hellerehrman.com		
Correspondent Name:	Harold Milstein, Heller Ehrman LLP		
Address Line 1:	275 Middlefield Road		
Address Line 4:	Menlo Park, CALIFORNIA 94025		
ATTORNEY DOCKET NUMBER:	25973-0002		
NAME OF SUBMITTER:	Thayer M. Preece		
Signature:	/ThayerPreece/		

CH \$65.00 76591251

Date:

11/15/2007

Total Attachments: 3

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TRADEMARK ASSIGNMENT (this "Assignment")

Cengage Learning Inc., a Delaware corporation having a place of business at 200 First Stamford Place, 4th Floor, Stamford, CT 06902 (f/k/a Thomson Learning Inc.) (the "Asset Seller") is the owner of the trademark registrations and trademark applications set forth on Schedule A hereto and the trademarks that are the subject thereof (the "Trademarks").

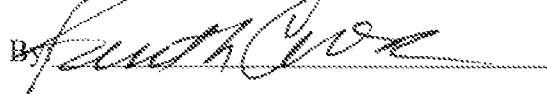
For good and valuable consideration, the receipt of which is hereby acknowledged, the Asset Seller hereby assigns to SkillSoft Corporation, a Delaware corporation (the "Buyer"), the entire right, title and interest to the Trademarks, and any and all goodwill of the business connected with the use of, and symbolized by, said Trademarks, and the right to recover for past infringement of the Trademarks.

Except as expressly provided in the Stock and Asset Purchase Agreement by and among T.N.H. France SARL, T.N.H. Holdings GmbH, The Thomson Corporation (Australia) Pty Ltd., Thomson Information & Solutions Limited, Thomson Global Resources, SkillSoft Public Limited Company, the Asset Seller and the Buyer, dated October 25, 2006, the Asset Seller makes no warranties, express or implied, with respect to the Trademarks.

The Asset Seller further agrees, for itself, its successors and assigns, at the cost and expense of the Buyer, to execute such further documents and to perform such further lawful acts as may reasonably be requested by the Buyer to effectuate this Assignment.

Witness my hand and seal this _____ day of September, 2007.

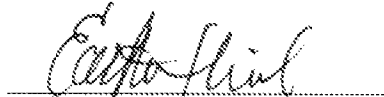
CENGAGE LEARNING INC.



Title: Secretary and General Counsel

County of Fairfield
State of Connecticut

Then personally appeared the above named Kenneth Cason of the Asset Seller and acknowledged the foregoing act to be his or her free act and deed, before me, this 26 day of September, 2007.



Notary Public

My commission expires: 2/28/2010

DECLARATION OF ACCEPTANCE

The Buyer hereby agrees to this Assignment of the Trademarks from the Asset Seller and applies for recording of this Assignment in the registers of the corresponding Trademark Offices.

Witness my hand and seal this 3rd day of ^{October} 2007.

SKILLSOFT CORPORATION

By: [Signature], CFO

Title:

County of Middlesex
State of New Jersey

Then personally appeared the above named Thomas J. McDonald of the Buyer and acknowledged the foregoing act to be his or her free act and deed, before me, this 3rd day of September, 2007.
October

[Signature]
Notary Public

My commission expires 8-22-2012

Schedule A

Trademark	Country	Class	App. No.	Filing Date	Reg. No.	Reg. Date	Assignee of Record
FLIPCARDS	United States	16	78580502	3/04/2005	3295896	9/18/2007	Thomson Learning Inc.
ILT SERIES	United States	16	76591251	5/10/2004	3022176	11/29/2005	Thomson Learning Inc.