

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/28/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Options Publishing, LLC		12/28/2007	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Triumph Learning, LLC		
Street Address:	10 New King Street, Suite 110		
Internal Address:	c/o Hights Cross Communications, Inc.		
City:	White Plains		
State/Country:	NEW YORK		
Postal Code:	10604		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3293191	OPTIONS PUBLISHING	
CORRESPONDENCE DATA			
Fax Number:	(617)856-8201		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-856-8145		
Email:	ip@brownrudnick.com		
Correspondent Name:	Mark S. Leonardo		
Address Line 1:	One Financial Center		
Address Line 2:	Brown Rudnick LLP		
Address Line 4:	Boston, MASSACHUSETTS 02111		
ATTORNEY DOCKET NUMBER:	27056 5		
NAME OF SUBMITTER:	Mark S. Leonardo		

CH \$40.00 3293191

Signature:

/Mark S. Leonardo/

Date:

02/18/2009

Total Attachments: 3

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Delaware

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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 MERGER, WHICH MERGES:

"OPTIONS PUBLISHING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "TRIUMPH LEARNING, LLC" UNDER THE NAME OF "TRIUMPH LEARNING, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 6:11 O'CLOCK P.M.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6274486

DATE: 12-31-07

TRADEMARK
REEL: 003937 FRAME: 0991

CERTIFICATE OF MERGER

OF

OPTIONS PUBLISHING, LLC

WITH AND INTO

TRIUMPH LEARNING, LLC

In accordance with Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned, Triumph Learning, LLC, a Delaware limited liability company, does hereby certify as follows:

FIRST: That the name and jurisdiction of formation of each of the domestic limited liability companies which is to merger are as follows (the "Merger"):

<u>Name of Entity</u>	<u>Jurisdiction of Formation</u>
Options Publishing, LLC	Delaware
Triumph Learning, LLC	Delaware

SECOND: That the Agreement and Plan of Merger has been approved and executed by each of the domestic limited liability companies which is to merge (the "Merger Agreement").

THIRD: That the name of the surviving domestic limited liability company is "Triumph Learning, LLC" (the "Surviving LLC").

FOURTH: That the Certificate of Formation of Triumph Learning, LLC, as in effect immediately prior to the Merger, shall constitute the Certificate of Formation of the Surviving LLC.

FIFTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

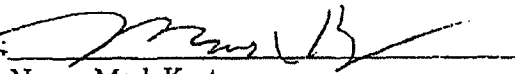
SIXTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving LLC located at c/o Hights Cross Communications, Inc., 10 New King Street, Suite 110, White Plains, New York 10604.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a party to the Merger.

IN WITNESS WHEREOF, the Surviving Entity has caused this Certificate of Merger to be executed in its corporate name by a duly authorized person as of this 28 day of December, 2007.

TRIUMPH LEARNING, LLC

By: Hights Cross Operating Company, Inc., its
Sole Member

By: 
Name: Mark Kurtz
Title: Vice President

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