

08-02-1999



101106705

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 7-30-99		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment Effective Date Month Day Year _____
		<input type="checkbox"/> Merger	
		<input checked="" type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

08/02/1999 DWGUYEN 00000069 200866 2158341

FOR OFFICE USE ONLY

3465E

01 FC:481 40.00 CH
02 FC:482 3425.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 001939 FRAME: 0559

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(203) 969-8733

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,158,341"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Donna D. DiMitri

Name of Person Signing

Signature

7/27/99

Date Signed

TRADEMARK NAME	APP. NUMBER	REG. NUMBER
90-MINUTE INTERVIEW TOOLKIT		2158341
90-MINUTE RESUME TOOLKIT		2158340
A NEW DIMENSION IN LEARNING	75258652	
ALGEBLOCKS		1942496
ANVIL		886744
ARCHITECTURA (& design)	75182725	
ATC CHALLENGE		2165379
B/C WORKS		2188060
BASIC COUNSELING RESPONSES	75349132	
BIOLOGY A COMMUNITY CONTEXT (& design)		2217617
BREEZYGUI	75530275	
BRICKER'S EXECUTIVE EDUCATION SERVICE		1515708
BRICKER'S INTERNATIONAL DIRECTORY		1480789
C21 (& design)		913703
CAMPUS SHOWCASE		2132237
CAP COLLEGE APPLICATION PLANNER (& design)	74625727	
CAREERS WITHOUT COLLEGE		1763851
CASENET (& design)		2137066
CENTURY 21		913702
CHANGING THE WAY THE WORLD LEARNS		2070895
CHANGING THE WAY THE WORLD LEARNS		2099861
CHEMISTRY: A COMMUNITY CONTEXT	75520736	
COLLEGE APPLICATION PLANNER		1921253
COLLEGE QUEST		1219375
COLLEGE QUEST		2178432
COLLEGE QUEST (& design)	75582274	
COLLEGEQUEST	75568044	
COLLEGESCAPE	75171055	
COMMUNICATION 2000		2091574
COMPETITIVE COLLEGES		1563314
CONNEXION		1605112
CONNEXIONS		1249259
COURSE TECHNOLOGY (& design)		1660331
COURSEWEAVER ONLINE	75497781	
COVERCALC		1561862
CUSTOM EDITION		1778936
DATA ANALYSIS PLUS		2245895
DELMAR PUBLISHERS INC.		1861665
DELMAR PUBLISHERS INC. (& design)		1382280
DESIGN (Black Shadow Man W/Hammer)		887194
DESIGN (of z. Cat Pointing)		1477475
DESIGN (of Horse)		1955923
DESIGN (of INTEGRATOR Logo)		2132329
DESIGN (of Lion)		2256159
DESIGN (of two triangles forming a square)		1680342
Design - (Delmar logo of D with flame)		1862317
Design - (Leaf logo)		1971335

TRADEMARK NAME	APP. NUMBER	REG. NUMBER
DUXBURY PRESS		2036544
E ELECTRONIC LEARNING (stylized)	75643911	
E-COURSE (& design)		2188303
EAPPLY (& design)	75569841	
EARTH SCIENCE: A COMMUNITY CONTEXT	75520737	
ENGINEERING HORIZONS		1699053
EXP		1524226
EXPLORING PERCEPTION	75185016	
FIND YOUR COLLEGE. FIND YOURSELF.	75585876	
FLASH! (Stylized)		2090553
GET STARTED		2143496
GRADLINE		1684175
GRADSEARCH		2143066
GRADUATING ENGINEER		1493059
GREAT SUMMERS START HERE!	75600256	
GUIDANCE YOU CAN TRUST		2135992
GUIDANCE YOU CAN TRUST		2202199
HOLD 'N VIEW	75616721	
HOLD IT!	75262384	
ILLUSTRATED INTERACTIVE		2117104
ILLUSTRATED LEARNING LIBRARY	75509161	
ILLUSTRATED PROJECTS		2124518
INSIDE UPDATE		
INSTANT INQUIRY	75568043	
INTEGRATOR		2105526
INTEGRATOR ONLINE	75497777	
INTELLITUTOR		2105716
ITP (& design of encircled T)		1866136
JOURNEY THROUGH	75195889	
LEARNING PATH MANAGER	75509453	
MLS (Stylized)		1200931
MULTIMEDIA UNIVERSITY		2143822
NATIONAL COLLEGE DATABANK		1213249
NEWBURY HOUSE (& design)		1750118
ODYSSEY	75378133	
ONLINE TO THE FUTURE		2159146
ONLINE TO THE FUTURE		2051651
P (& design of P within a circle within a square)		1672458
P (& design of P within a square)		1661700
PACESETTER BOOKS		1983414
PETERSON'S		1365509
PETERSON'S		1799098
PETERSON'S		1388853
PETERSON'S CAREER AND COLLEGE QUEST		2059921
PETERSON'S COLLEGE LOOK UP SERVICE		2052354
PETERSON'S ELECTRONIC APPLICATION SERVICES		2013021
PETERSON'S GUIDES		1365527
PETERSON'S GUIDES		1388854

TRADEMARK NAME	APP. NUMBER	REG. NUMBER
PETERSON'S INSTANT INQUIRY	75568042	
PETERSON'S/PACESETTER BOOKS		2042633
PETERSONS.COM	75012127	
PLANNINGWORKS	75624745	
PSYCHNOW!	75282882	
PSYK.TREK	75343859	
PSYK.TREK: A MULTIMEDIA INTRODUCTION TO PSYCHOLOG	75343865	
PWS		2183184
PWS (& design)		2146913
QUICK TORIAL (& design)		2083562
SAM	75422517	
SCHOLARSHIP MATCH		1260634
SEEING STATISTICS	75519452	
SHELLY CASHMAN SERIES		1732971
SHELLY CASHMAN SERIES (& design)		1709332
SIMPLIFIED! TUTORIAL & APPLICATIONS		2131457
SKILLS @ WORK (& design)	75561640	
SMART PAKS		2166944
SNIFFY THE VIRTUAL RAT	75521411	
SOUTH-WESTERN COMPUTER TRAINING SERIES (Stylized)		2131844
ST. J		1616725
ST. JAMES PRESS		1616724
STATPRO	75517528	
STATSOURCE	75517527	
THE BALANCE SHEET (& design)		548439
THE EDUCATION SUPERSITE	75567331	
THE MATRIX LIBRARY		2104645
THE ONLY ADDRESS YOU'LL EVER NEED		2052534
THE ONLY ADDRESS YOU'LL EVER NEED		2181945
THE UNIVERSAL APPLICATION		2245221
THE WORKING PARENTS HELPWARE		2135458
THOMSON FOR YOUR INFORMATION (Stylized)		1858085
THOMSON LEARNING		1839356
THOMSON LEARNING (& design)	75608439	
TUTORIAL & APPLICATIONS		2122539
VIRTUAL INK PRESS		2170032
WEBEXTRA		2152608
WEBEXTRA		2088066
WEBTUTOR (stylized)	75644086	
WHERE 21ST CENTURY STUDENTS APPLY TO COLLEGE	75328397	
WHERE 21ST CENTURY STUDENTS APPLY TO GRADUATE SCHOOL	75328515	
WHERE 21ST CENTURY STUDENTS APPLY TO SCHOOL	75328375	
WIRED RESUMES	75270981	

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on June 30, 1999, for ITP LICENSING CORPORATION changing its name to THOMSON LEARNING LICENSING CORP., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is F47717.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-third day of July, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

99 JUN 30 PM 4:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ITP LICENSING CORPORATION
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article "FIRST" of the Articles of Incorporation is hereby amended to read as follows:

FIRST: The name of the corporation is
THOMSON LEARNING LICENSING CORP.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: June 30, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

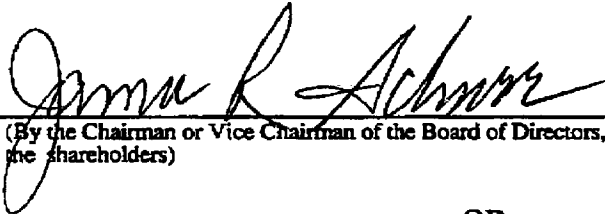
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30 day of June, 19 99.

Signature



James R. Schurr, President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title