

11-01-2004

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To the Honorable Commissioner of Patents

102872013

original documents or copy thereof.

1. Name of conveying party(ies):

Thomson Learning Licensing Corp.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Florida
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)

Name: Thomson Learning Inc.

Internal Address: 102204

Street Address: 200 First Stamford Place

City: Stamford State: CT Zip: 06902

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State of Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: September 27, 2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,111,520

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Paula K. Upson

Internal Address: \_\_\_\_\_

The Thomson Corporation

Street Address: 1 Station Place

City: Stamford State: CT Zip: 06902

6. Total number of applications and registrations involved: 219

7. Total fee (37 CFR 3.41).....\$ 5,490

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0866

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Paula K. Upson  
Name of Person Signing

Signature

10/15/04

Date

Total number of pages including cover sheet, attachments, and document: \_\_\_\_\_

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

10/29/2004 6TDM11 00000130 200866 2111520

01 FC:8521 40.00 DA  
02 FC:8522 5450.00 DA

## Schedule A

| Trademark                                  | Status     | Appl. Number | Reg. Number |
|--|------------|--------------|-------------|
| 1-800-RED-TEST                             | Registered |              | 2111520     |
| 1PASS                                      | Pending    | 76613078     |             |
| 2PREP                                      | Registered |              | 2434744     |
| A COMPUTER USERS BEST FRIEND               | Registered |              | 1907207     |
| A CRISP APPROACH                           | Registered |              | 2348672     |
| A CRISP APPROACH                           | Registered |              | 2366243     |
| ANYTIME, ANYWHERE LEARNING                 | Registered |              | 2327555     |
| ARCHITECTURA (& design)                    | Published  | 75182725     |             |
| ARCO                                       | Registered |              | 1434731     |
| ARE YOU PREPARED?                          | Registered |              | 2603332     |
| ATC CHALLENGE                              | Registered |              | 2165379     |
| BASIC COUNSELING RESPONSES                 | Registered |              | 2447156     |
| BEST COLLEGE PICKS                         | Registered |              | 2626851     |
| BESTCOLLEGEDEALS                           | Registered |              | 2754588     |
| BREEZYGUI                                  | Registered |              | 2381813     |
| BRICKER'S EXECUTIVE EDUCATION SERVICE      | Registered |              | 1515708     |
| BRICKER'S INTERNATIONAL DIRECTORY          | Registered |              | 1480789     |
| C21 (& design)                             | Renewed    |              | 913703      |
| CAP COLLEGE APPLICATION PLANNER (& design) | Registered |              | 2301165     |
| CAREER HOTLINE                             | Registered |              | 1325071     |
| CAREERS WITHOUT COLLEGE                    | Registered |              | 1763851     |
| CASENET (& design)                         | Registered |              | 2137066     |
| CENTURY 21                                 | Renewed    |              | 913702      |
| CERTIFICATION CIRCLE                       | Registered |              | 2701239     |
| CHANGING THE WAY THE WORLD LEARNS          | Registered |              | 2070895     |
| CHANGING THE WAY THE WORLD LEARNS          | Registered |              | 2099861     |
| CHILTON                                    | Registered |              | 2559631     |
| CHILTON                                    | Registered |              | 2585983     |
| CHILTON                                    | Registered |              | 2713595     |
| CHILTON (Styiled)                          | Registered |              | 1040561     |
| CHILTON'S                                  | Registered |              | 2605298     |
| CHILTON'S                                  | Registered |              | 2840037     |
| CHILTON'S ONLINE                           | Registered |              | 2775995     |
| COGLAB                                     | Registered |              | 2866157     |
| COLLEGE QUEST                              | Registered |              | 1219375     |
| COLLEGE QUEST                              | Registered |              | 2178432     |
| COLLEGE QUEST (& design)                   | Registered |              | 2354755     |
| COLLEGE RANKING EXPOSED                    | Published  | 76505800     |             |
| COLLEGEQUEST                               | Registered |              | 2313721     |

## Schedule A

| Trademark                              | Status     | Appl. Number | Reg. Number |
|--|------------|--------------|-------------|
| COLLEGESWANTYOU                        | Allowed    | 76329888     |             |
| COMMUNICATION 2000                     | Registered |              | 2091574     |
| COMPETITIVE COLLEGES                   | Registered |              | 1563314     |
| CONNEXION                              | Registered |              | 1605112     |
| COURSE TECHNOLOGY (& design)           | Registered |              | 1660331     |
| COURSEFORWARD                          | Allowed    | 76491032     |             |
| COURSEKEY                              | Registered |              | 2807293     |
| COURSEPREP                             | Registered |              | 2474615     |
| CRISP PUBLICATIONS                     | Registered |              | 2081181     |
| CRISP PUBLICATIONS                     | Registered |              | 2055089     |
| CRISP PUBLICATIONS                     | Registered |              | 2055090     |
| CRISP SERIES                           | Pending    | 76591252     |             |
| CUSTOMIZED LEARNING PATH               | Registered |              | 2846993     |
| CYBEREDIT                              | Registered |              | 2465542     |
| DATA ANALYSIS PLUS                     | Registered |              | 2245895     |
| DELMAR PUBLISHERS INC.                 | Registered |              | 1861665     |
| DELMAR PUBLISHERS INC. (& design)      | Registered |              | 1382280     |
| DELMARLEARNING.COM                     | Allowed    | 76285425     |             |
| DESIGN ( of a Cat Pointing)            | registered |              | 1477475     |
| DESIGN (of Lion)                       | Registered |              | 2256159     |
| Design - (Delmar logo of D with flame) | Registered |              | 1862317     |
| Design - (Leaf logo)                   | Pending    | 76575580     |             |
| Design of Dog Front View               | Pending    | 76067204     |             |
| Design of Dog Front View               | Registered |              | 2555100     |
| Design of Dog laying down              | Registered |              | 2475660     |
| Design of Dog sitting up               | Registered |              | 2453311     |
| Design of Sun with Rays                | Registered |              | 1905459     |
| Design of Sun with Rays                | Registered |              | 1887156     |
| DESIGN PROFESSIONAL SERIES             | Registered |              | 2861699     |
| DP & Design                            | Registered |              | 1929261     |
| DRYDEN                                 | Registered |              | 1929263     |
| DRYDEN                                 | Registered |              | 1937879     |
| DUXBURY PRESS                          | Registered |              | 2036544     |
| E-RIGINALITY                           | Registered |              | 2645216     |
| EAPPLY (& design)                      | Registered |              | 2421926     |
| EARTH SYSTEMS TODAY                    | Registered |              | 2632647     |
| ED2GO                                  | Registered |              | 2757302     |
| EDUCATION DIRECT                       | Registered |              | 2807110     |
| EDUCATION TO GO! & Design              | Registered |              | 2210966     |
| EGUIDANCECENTER                        | Registered |              | 2687634     |
| ESSAY EDGE                             | Registered |              | 2490568     |
| EXACT                                  | Registered |              | 2074125     |
| EXACT                                  | Registered |              | 2097933     |

## Schedule A

| Trademark                             | Status     | Appl. Number | Reg. Number |
|---------------------------------------|------------|--------------|-------------|
| EXPLORING PERCEPTION                  | Registered |              | 2296360     |
| EXTEND YOUR REACH                     | Registered |              | 2805534     |
| FAST & EASY                           | Registered |              | 2383185     |
| FAST & EASY                           | Registered |              | 2366240     |
| FAST & EASY                           | Registered |              | 2279514     |
| FAST STAT & Design                    | Allowed    | 76350878     |             |
| FIFTY-MINUTE                          | Registered |              | 1827071     |
| FIFTY-MINUTE                          | Registered |              | 2501623     |
| FIND. LEARN. MEASURE.                 | Allowed    | 76351089     |             |
| FIRE FLASH                            | Allowed    | 76453371     |             |
| FLASH! (Stylized)                     | Registered |              | 2090553     |
| FLEXISITE                             | Pending    | 76601206     |             |
| GET A RESUME THAT GETS RESULTS!       | Published  | 76559051     |             |
| GET STARTED                           | Registered |              | 2143496     |
| GET WISE! MASTERING GRAMMAR SKILLS    | Allowed    | 76368850     |             |
| GET WISE! MASTERING MATH SKILLS       | Allowed    | 76369342     |             |
| GET WISE! MASTERING VOCABULARY SKILLS | Registered |              | 2882307     |
| GET WISE! MASTERING WRITING SKILLS    | Allowed    | 76368851     |             |
| GETTING YOU THERE                     | Pending    | 76575571     |             |
| GRADLINE                              | Registered |              | 1684175     |
| GRADSCHOOLSWANTYOU                    | Allowed    | 76433024     |             |
| GRADSEARCH                            | Registered |              | 2143066     |
| GRADUATING ENGINEER                   | Registered |              | 1493059     |
| GRAMMAR IN CONTEXT                    | Pending    | 76567209     |             |
| GREAT SUMMERS START HERE!             | Registered |              | 2311521     |
| GUIDANCE YOU CAN TRUST                | Registered |              | 2202199     |
| GUIDANCENET                           | Pending    | 76601211     |             |
| HISTORYNOW!                           | Pending    | 76578483     |             |
| HOLD 'N VIEW                          | Published  | 75616721     |             |
| I.T. LINK                             | Allowed    | 76402987     |             |
| IGNITE                                | Allowed    | 76542848     |             |
| ILLUSTRATED INTERACTIVE               | Registered |              | 2117104     |
| ILLUSTRATED LEARNING LIBRARY          | Registered |              | 2447166     |
| ILLUSTRATED PROJECTS                  | Registered |              | 2124518     |
| ILT SERIES                            | Pending    | 76591251     |             |
| IN A WEEKEND                          | Pending    |              | 2279519     |
| IN A WEEKEND                          | Pending    |              | 2279518     |
| IN A WEEKEND                          | Pending    |              | 2180203     |
| ITP (& design of encircled T)         | Registered |              | 1866136     |
| JAMSA                                 | Registered |              | 2555101     |
| JOININ                                | Pending    | 76601205     |             |

## Schedule A

| Trademark  | Status     | Appl. Number | Reg. Number |
|--|------------|--------------|-------------|
| JOURNEY THROUGH                                      | Registered |              | 2435889     |
| KNOW IT? SHOW IT.                                    | Pending    | 76544827     |             |
| LABSOURCE  | Pending    | 76579176     |             |
| LEARN BY SERIES                                      | Registered |              | 2658712     |
| LEARNFLOW  | Pending    | 76553761     |             |
| LEARNING PATH MANAGER                                | Registered |              | 2439597     |
| MLS  | Allowed    | 76529465     |             |
| MY ASTRONOMY COURSE                                  | Pending    | 76544825     |             |
| MYCOLLEGEPORTFOLIO                                   | Allowed    | 76427820     |             |
| NETG   | Registered |              | 1768942     |
| NETG and Box Design                                  | Registered |              | 2209040     |
| NETGLEARNING   | Allowed    | 76499407     |             |
| NEWBURY HOUSE (& design)                             | Registered |              | 1750118     |
| ONWORD PRESS   | Registered |              | 1713122     |
| OUR EDITING MAKES THE DIFFERENCE                     | Published  | 76559080     |             |
| P (& design of P within a square)                    | Registered |              | 1661700     |
| P (Stylized)   | Registered |              | 2724192     |
| PETERSON'S   | Registered |              | 1365509     |
| PETERSON'S   | Registered |              | 1799098     |
| PETERSON'S   | Pending    | 76582679     |             |
| PETERSON'S   | Registered |              | 1388853     |
| PETERSON'S GUIDES                                    | Registered |              | 1365527     |
| PETERSON'S GUIDES                                    | Registered |              | 1388854     |
| PETERSON'S INSTANT INQUIRY                           | Registered |              | 2574860     |
| PETERSON'S TEST PREP                                 | Published  | 76485526     |             |
| PETERSONS.COM  | Registered |              | 2375561     |
| POWERSTUDY   | Registered |              | 2665920     |
| PRECISION LEARNING                                   | Registered |              | 2232538     |
| PRECISION SKILLING                                   | Registered |              | 2668565     |
| PREMIER PRESS  | Pending    | 76543424     |             |
| PROMETRIC  | Registered |              | 2276211     |
| PROMETRIC IP TESTING                                 | Allowed    | 76378544     |             |
| PROMETRIC PRIME                                      | Allowed    | 76378846     |             |
| PROMPT PUBLICATIONS                                  | Pending    | 76543627     |             |
| PROTEUS  | Allowed    | 76482316     |             |
| PSYCH ODYSSEY  | Suspended  | 76390426     |             |
| PSYCHNOW!  | Registered |              | 2350223     |
| PSYK.TREK  | Registered |              | 2388136     |
| PSYK.TREK: A MULTIMEDIA INTRODUCTION<br>TO PSYCHOLOG | Registered |              | 2487844     |
| PWS  | Registered |              | 2183184     |
| PWS (& design)                                       | Registered |              | 2146913     |
| QT: QUIZZING AND TESTING                             | Registered |              | 2542729     |

## Schedule A

| Trademark  | Status     | Appl. Number | Reg. Number |
|--|------------|--------------|-------------|
| QUICK TORIAL (& design)                              | Registered |              | 2083562     |
| RAPIDASSESS  | Registered |              | 2415383     |
| RESUMEEDGE   | Registered |              | 2612719     |
| SAIR   | Registered |              | 2604008     |
| SAM CHALLENGE  | Allowed    | 76519889     |             |
| SAUNDERS COLLEGE PUBLISHING                          | Registered |              | 1939327     |
| SAUNDERS COLLEGE PUBLISHING                          | Registered |              | 1967716     |
| SEEING STATISTICS                                    | Registered |              | 2425557     |
| SHELLY CASHMAN SERIES                                | Registered |              | 1732971     |
| SHELLY CASHMAN SERIES (& design)                     | Registered |              | 1709332     |
| SKILL BUILDER  | Registered |              | 1694128     |
| SKILLS @ WORK (& design)                             | Registered |              | 2645476     |
| SKILLVANTAGE   | Registered |              | 2003053     |
| SMART PAKS   | Registered |              | 2166944     |
| SMARTLINK  | Allowed    |              |             |
| SNIFFY THE VIRTUAL RAT                               | Registered |              | 2331169     |
| SOLVERTABLE  | Registered |              | 2658461     |
| SOUTH-WESTERN COMPUTER TRAINING SERIES<br>(Stylized) | Registered |              | 2131844     |
| ST. J  | Registered |              | 1616725     |
| ST. JAMES PRESS                                      | Registered |              | 1616724     |
| STATPRO  | Registered |              | 2375922     |
| STATSOURCE   | Registered |              | 2444775     |
| STUDYWARE  | Pending    | 76586165     |             |
| STUDYWARE  | Pending    | 76603311     |             |
| SUCCEEDING IN BUSINESS                               | Pending    | 76603616     |             |
| SYLVAN PROMETRIC                                     | Registered |              | 2159347     |
| TECHONE  | Registered |              | 2832855     |
| TEXERE   | Registered |              | 2489247     |
| THE 80/20 SERIES                                     | Pending    | 76596840     |             |
| THE CE CREDIT CARD                                   | Registered |              | 2576000     |
| THE CE LIBRARY CARD                                  | Registered |              | 2573517     |
| THE DRYDEN PRESS                                     | Registered |              | 1942101     |
| THE DRYDEN PRESS                                     | Registered |              | 1929275     |
| THE FIRST STEP IN REPAIR                             | Registered |              | 2565920     |
| THE INTELLIGENT WAY TO TEST                          | Registered |              | 2600417     |
| THE NET'S BEST AND BIGGEST EDITING<br>RESOURCE       | Pending    | 76559050     |             |
| THE ONLY ADDRESS YOU'LL EVER NEED                    | Registered |              | 2181945     |
| THE UNIVERSAL APPLICATION                            | Registered |              | 2245221     |
| TOM  | Registered |              | 2776422     |
| TOOLS FOR ENRICHING                                  | Registered |              | 2643749     |
| TOTAL CAR CARE                                       | Registered |              | 2648206     |

## Schedule A

| Trademark               | Status     | Appl. Number | Reg. Number |
|-------------------------|------------|--------------|-------------|
| TOTAL CAR CARE          | Suspended  | 76139688     |             |
| TOTAL CAR CARE & Design | Registered |              | 2587633     |
| TYPING TIME             | Allowed    | 76305401     |             |
| WADSWORTH INSITE        | Pending    | 76528543     |             |
| WAVE                    | Pending    | 76597337     |             |
| WAVEFLOW                | Pending    | 76576310     |             |
| WEBEXTRA                | Registered |              | 2152608     |
| WEBTUTOR (stylized)     | Registered |              | 2721657     |
| WIRED RESUMES           | Registered |              | 2350470     |
| WORKFLOW                | Pending    | 76576328     |             |
| XGDX                    | Allowed    | 76499580     |             |
| XTREME LEARNING         | Registered |              | 2428266     |
| XXL                     | Pending    | 76173010     |             |

# Delaware

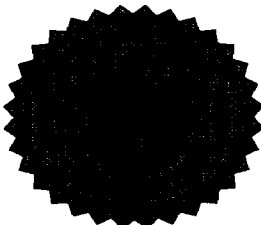
PAGE 1

*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.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3400860

2406150 8100M

040729110

DATE: 10-08-04

TRADEMARK  
REEL: 003070 FRAME: 0706



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