

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Please remove Reg. No. 2807110 from the merger. This registration was included in error. previously recorded on Reel 003070 Frame 0699. Assignor(s) hereby confirms the merger.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Thomson Learning Licensing Corp.		09/27/2004	CORPORATION: FLORIDA

**RECEIVING PARTY DATA**

<b>Name:</b>	Thomson 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: 217**

Property Type	Number	Word Mark
Registration Number:	2111520	1-800-RED-TEST
Registration Number:	2434744	2PREP
Registration Number:	1907207	A COMPUTER USER'S BEST FRIEND
Registration Number:	2348672	A CRISP APPROACH
Registration Number:	2366243	A CRISP APPROACH
Registration Number:	2327555	ANYTIME, ANYWHERE LEARNING
Registration Number:	1434731	ARCO
Registration Number:	2603332	ARE YOU PREPARED?
Registration Number:	2165379	ATC CHALLENGE
Registration Number:	2447156	BASIC COUNSELING RESPONSES
Registration Number:	2626851	BEST COLLEGE PICKS
Registration Number:	2754588	BESTCOLLEGEDEALS
Registration Number:	2381813	BREEZYGUI

CH \$5440.00 2111520

Registration Number:	1515708	BRICKER'S EXECUTIVE EDUCATION SERVICE
Registration Number:	1480789	BRICKER'S INTERNATIONAL DIRECTORY
Registration Number:	0913703	C21
Registration Number:	2301165	CAP COLLEGE APPLICATION PLANNER
Registration Number:	1325071	CAREER HOTLINE
Registration Number:	1763851	CAREERS WITHOUT COLLEGE
Registration Number:	2137066	CASENET
Registration Number:	0913702	CENTURY 21
Registration Number:	2701239	CERTIFICATION CIRCLE
Registration Number:	2070895	CHANGING THE WAY THE WORLD LEARNS
Registration Number:	2099861	CHANGING THE WAY THE WORLD LEARNS
Registration Number:	2559631	CHILTON
Registration Number:	2585983	CHILTON
Registration Number:	2713595	CHILTON
Registration Number:	1040561	CHILTON
Registration Number:	2605298	CHILTON'S
Registration Number:	2840037	CHILTON'S
Registration Number:	2775995	CHILTON'S ONLINE
Registration Number:	2866157	COGLAB
Registration Number:	1219375	COLLEGE QUEST
Registration Number:	2178432	COLLEGE QUEST
Registration Number:	2354755	COLLEGE QUEST
Registration Number:	2313721	COLLEGEQUEST
Registration Number:	2091574	COMMUNICATION 2000
Registration Number:	1563314	COMPETITIVE COLLEGES
Registration Number:	1605112	CONNEXION
Registration Number:	1660331	COURSE TECHNOLOGY
Registration Number:	2807293	COURSEKEY
Registration Number:	2474615	COURSEPREP
Registration Number:	2081181	CRISP PUBLICATIONS
Registration Number:	2055089	CRISP PUBLICATIONS
Registration Number:	2055090	CRISP PUBLICATIONS
Registration Number:	2846993	CUSTOMIZED LEARNING PATH
Registration Number:	2465542	CYBEREDIT
Registration Number:	2245895	DATA ANALYSIS PLUS

**TRADEMARK**

**REEL: 003080 FRAME: 0266**

Registration Number:	1861665	DELMAR PUBLISHERS INC.
Registration Number:	1382280	DELMAR PUBLISHERS INC.
Registration Number:	1477475	
Registration Number:	2256159	
Registration Number:	1862317	D
Registration Number:	2555100	
Registration Number:	2475660	
Registration Number:	2453311	
Registration Number:	1905459	
Registration Number:	1887156	
Registration Number:	2861699	DESIGN PROFESSIONAL SERIES
Registration Number:	1929261	DP
Registration Number:	1929263	DRYDEN
Registration Number:	1937879	DRYDEN
Registration Number:	2036544	DUXBURY PRESS
Registration Number:	2645216	E-RIGINALITY
Registration Number:	2421926	EAPPLY
Registration Number:	2632647	EARTH SYSTEMS TODAY
Registration Number:	2757302	ED2GO
Registration Number:	2210966	EDUCATION TO GO!
Registration Number:	2687634	EGUIDANCECENTER
Registration Number:	2490568	ESSAY EDGE
Registration Number:	2074125	EXACT
Registration Number:	2097933	EXACT
Registration Number:	2296360	EXPLORING PERCEPTION
Registration Number:	2805534	EXTEND YOUR REACH
Registration Number:	2383185	FAST & EASY
Registration Number:	2366240	FAST & EASY
Registration Number:	2279514	FAST & EASY
Registration Number:	1827071	FIFTY-MINUTE
Registration Number:	2501623	FIFTY-MINUTE
Registration Number:	2090553	FLASH!
Registration Number:	2143496	GET STARTED
Registration Number:	2882307	GET WISE! MASTERING VOCABULARY SKILLS
Registration Number:	1684175	GRADLINE

Registration Number:	2143066	GRADSEARCH
Registration Number:	1493059	GRADUATING ENGINEER
Registration Number:	2311521	GREAT SUMMERS START HERE!
Registration Number:	2202199	GUIDANCE YOU CAN TRUST
Registration Number:	2117104	ILLUSTRATED INTERACTIVE
Registration Number:	2447166	ILLUSTRATED LEARNING LIBRARY
Registration Number:	2124518	ILLUSTRATED PROJECTS
Registration Number:	2279519	IN A WEEKEND
Registration Number:	2279518	IN A WEEKEND
Registration Number:	2180203	IN A WEEKEND
Registration Number:	1866136	ITP
Registration Number:	2555101	JAMSA
Registration Number:	2435889	SPOUSIVITY
Registration Number:	2658712	LEARN BY SERIES
Registration Number:	2439597	LEARNING PATH MANAGER
Registration Number:	1768942	NETG
Registration Number:	2209040	NETG
Registration Number:	1750118	NEWBURY HOUSE
Registration Number:	1713122	ONWORD PRESS
Registration Number:	1661700	P
Registration Number:	2724192	P
Registration Number:	1365509	PETERSON'S
Registration Number:	1799098	PETERSON'S
Registration Number:	1388853	PETERSON'S
Registration Number:	1365527	PETERSON'S GUIDES
Registration Number:	1388854	PETERSON'S GUIDES
Registration Number:	2574860	PETERSON'S INSTANT INQUIRY
Registration Number:	2375561	PETERSONS.COM
Registration Number:	2665920	POWERSTUDY
Registration Number:	2232538	PRECISION LEARNING
Registration Number:	2668565	PRECISION SKILLING
Registration Number:	2276211	PROMETRIC
Registration Number:	2350223	PSYCHNOW!
Registration Number:	2388136	PSYK.TREK
		A MULTIMEDIA INTRODUCTION TO PSYCHOLOGY

**TRADEMARK**

**REEL: 003080 FRAME: 0268**

Registration Number:	2487844	PSYK.TREK
Registration Number:	2183184	PWS
Registration Number:	2146913	PWS
Registration Number:	2542729	QT: QUIZZING AND TESTING
Registration Number:	2083562	QUICK TORIAL
Registration Number:	2415383	RAPIDASSESS
Registration Number:	2612719	RESUMEEDGE
Registration Number:	2604008	SAIR
Registration Number:	1939327	SAUNDERS COLLEGE PUBLISHING
Registration Number:	1967716	SAUNDERS COLLEGE PUBLISHING
Registration Number:	2425557	SEEING STATISTICS
Registration Number:	1732971	SHELLY CASHMAN SERIES
Registration Number:	1709332	SHELLY CASHMAN SERIES
Registration Number:	1694128	SKILL BUILDER
Registration Number:	2645476	SKILLS @ WORK
Registration Number:	2003053	SKILLVANTAGE
Registration Number:	2166944	SMART PAKS
Registration Number:	2331169	SNIFFY THE VIRTUAL RAT
Registration Number:	2658461	SOLVERTABLE
Registration Number:	2131844	SOUTH-WESTERN COMPUTER TRAINING SERIES
Registration Number:	1616725	ST. J
Registration Number:	1616724	ST. JAMES PRESS
Registration Number:	2375922	STATPRO
Registration Number:	2444775	STATSOURCE
Registration Number:	2159347	SYLVAN PROMETRIC
Registration Number:	2832855	TECHONE
Registration Number:	2489247	TEXERE
Registration Number:	2576000	THE CE CREDIT CARD
Registration Number:	2573517	THE CE LIBRARY CARD
Registration Number:	1942101	THE DRYDEN PRESS
Registration Number:	1929275	THE DRYDEN PRESS
Registration Number:	2565920	THE FIRST STEP IN REPAIR
Registration Number:	2600417	THE INTELLIGENT WAY TO TEST
Registration Number:	2181945	THE ONLY ADDRESS YOU'LL EVER NEED
Registration Number:	2245221	THE UNIVERSAL APPLICATION

**TRADEMARK**

**REEL: 003080 FRAME: 0269**

Registration Number:	2776422	TOM
Registration Number:	2643749	TOOLS FOR ENRICHING
Registration Number:	2648206	TOTAL CAR CARE
Registration Number:	2587633	TOTAL CAR CARE
Registration Number:	2152608	WEBEXTRA
Registration Number:	2721657	WEBTUTOR
Registration Number:	2350470	WIRED RESUMES
Registration Number:	2428266	XTREME LEARNING
Serial Number:	76613078	1PASS
Serial Number:	75182725	A ARCHITECTURA
Serial Number:	76505800	COLLEGE RANKINGS EXPOSED
Serial Number:	76329888	COLLEGESWANTYOU
Serial Number:	76491032	COURSEFORWARD
Serial Number:	76591252	CRISP SERIES
Serial Number:	76285425	DELMARLEARNING.COM
Serial Number:	76575580	
Serial Number:	76067204	
Serial Number:	76350878	FAST STAT
Serial Number:	76351089	FIND. LEARN. MEASURE
Serial Number:	76453371	FIRE FLASH
Serial Number:	76601206	FLEXISITE
Serial Number:	76559051	GET A RESUME THAT GETS RESULTS!
Serial Number:	76368850	GET WISE! MASTERING GRAMMAR SKILLS
Serial Number:	76369342	GET WISE! MASTERING MATH SKILLS
Serial Number:	76368851	GET WISE! MASTERING WRITING SKILLS
Serial Number:	76575571	GETTING YOU THERE
Serial Number:	76433024	GRADSCHOOLSWANTYOU
Serial Number:	76567209	GRAMMAR IN CONTEXT
Serial Number:	76601211	GUIDANCENET
Serial Number:	76578483	HISTORYNOW!
Serial Number:	75616721	HOLD 'N VIEW
Serial Number:	76402987	I.T. LINK
Serial Number:	76542848	IGNITE
Serial Number:	76591251	ILT SERIES
Serial Number:	76601205	JOININ

Serial Number:	76544827	KNOW IT? SHOW IT.
Serial Number:	76579176	LABSOURCE
Serial Number:	76553761	LEARNFLOW
Serial Number:	76529465	MLS
Serial Number:	76544825	MY ASTRONOMY COURSE
Serial Number:	76427820	MYCOLLEGEPORTFOLIO
Serial Number:	76499407	NETGLEARNING
Serial Number:	76559080	OUR EDITING MAKES THE DIFFERENCE
Serial Number:	76582679	PETERSONS
Serial Number:	76485526	PETERSON'S TEST PREP
Serial Number:	76543424	PREMIER PRESS
Serial Number:	76378544	PROMETRIC IP TESTING
Serial Number:	76378846	PROMETRIC PRIME
Serial Number:	76543627	PROMPT PUBLICATIONS
Serial Number:	76482316	PROTEUS
Serial Number:	76390426	PSYCH ODYSSEY
Serial Number:	76519889	SAM CHALLENGE
Serial Number:	76586165	STUDYWARE
Serial Number:	76603311	STUDYWARE
Serial Number:	76603616	SUCCEEDING IN BUSINESS
Serial Number:	76596840	THE 80/20 SERIES
Serial Number:	76559050	THE NET'S BEST AND BIGGEST EDITING RESOURCE
Serial Number:	76139688	TOTAL CAR CARE
Serial Number:	76305401	TYPING TIME
Serial Number:	76528543	WADSWORTH INSITE
Serial Number:	76597337	WAVE
Serial Number:	76576310	WAVEFLOW
Serial Number:	76576328	WORKFLOW
Serial Number:	76499580	XGDX
Serial Number:	76173010	XXL

**CORRESPONDENCE DATA**

Fax Number: (203)539-7774

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 203-539-8795

Email: paula.upson@thomson.com

**TRADEMARK**  
**REEL: 003080 FRAME: 0271**

Correspondent Name: The Thomson Corporation  
Address Line 1: 1 Station Place  
Address Line 2: Paula Upson  
Address Line 4: Stamford, CONNECTICUT 06902

NAME OF SUBMITTER:	Paula K. Upson
Signature:	/pku/
Date:	05/10/2005

Total Attachments: 3  
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# Delaware

PAGE 1

*The First State*

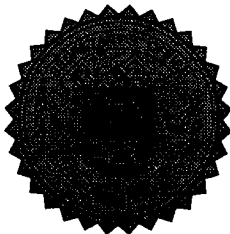
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"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.

2406150 8100M

040729110



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3400860

DATE: 10-08-04

TRADEMARK  
REEL: 003080 FRAME: 0273

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

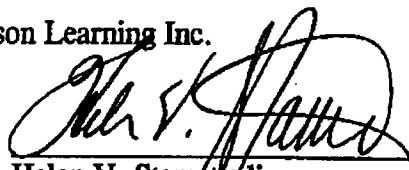
**FURTHER RESOLVED**, that the appropriate officers of the Corporation be, and they hereby are, authorized, empowered and directed to do, or cause to be done, all such acts and things, and to approve, execute and deliver all such agreements and other documents as may be necessary or in the opinion of the officer or officers acting, advisable and proper to carry out the intent of and effect the purposes of the foregoing resolutions.

6. The effective date of the merger shall be September 30, 2004.

Executed on September 27, 2004.

Thomson Learning Inc.

By:

  
\_\_\_\_\_  
Helen V. Stamatiadis  
Assistant Secretary

DE BC D-CERTIFICATE OF OWNERSHIP AND MERGER S>P F>D 07/98-2 (#596)