

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|-----------------------|----------------|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Thomson Learning Inc. | | 08/31/2007 | CORPORATION: DELAWARE |

| | |
|----------------------|--------------------------|
| RECEIVING PARTY DATA | |
| Name: | Cengage Learning, Inc. |
| Street Address: | 200 First Stamford Place |
| City: | Stamford |
| State/Country: | CONNECTICUT |
| Postal Code: | 06902 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 162

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Serial Number: | 76613078 | 1PASS |
| Registration Number: | 2487844 | A MULTIMEDIA INTRODUCTION TO PSYCHOLOGY PSYK.TREK |
| Serial Number: | 78515228 | ALGEBRANOW |
| Registration Number: | 2518567 | AN INSTRUCTOR'S BEST FRIEND |
| Registration Number: | 3022696 | ATAJO |
| Registration Number: | 2948257 | ATOMIC DOG PUBLISHING |
| Registration Number: | 3191767 | AUTOMATED ACCOUNTING |
| Registration Number: | 2447156 | BASIC COUNSELING RESPONSES |
| Registration Number: | 2949171 | BIOBYTE |
| Serial Number: | 78721134 | BOOMERANG TEXTBOOKS |
| Serial Number: | 78513240 | BROOKS/COLE |
| Registration Number: | 0913703 | C21 |
| Serial Number: | 78515117 | CALCULUSNOW |
| Registration Number: | 2137066 | CASENET |

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| Registration Number: | 0913702 | CENTURY 21 |
| Registration Number: | 2099861 | CHANGING THE WAY THE WORLD LEARNS |
| Registration Number: | 2070895 | CHANGING THE WAY THE WORLD LEARNS |
| Registration Number: | 2949170 | CHEMBYTE |
| Registration Number: | 2866157 | COGLAB |
| Registration Number: | 2091574 | COMMUNICATION 2000 |
| Serial Number: | 78944956 | COMP 21 |
| Serial Number: | 78944963 | COMPOSITION IN THE 21ST CENTURY |
| Registration Number: | 2807293 | COURSEKEY |
| Serial Number: | 78515061 | CRIMINOLOGYNOW |
| Registration Number: | 2245895 | DATA ANALYSIS PLUS |
| Registration Number: | 2999906 | |
| Registration Number: | 1477475 | |
| Registration Number: | 2256159 | |
| Registration Number: | 2036544 | DUXBURY PRESS |
| Registration Number: | 2632647 | EARTH SYSTEMS TODAY |
| Serial Number: | 78861098 | ECONOMIC JUMPSTART |
| Serial Number: | 78861108 | ECONOMIC LEARNINGPATH |
| Registration Number: | 2645216 | E-RIGINALITY |
| Registration Number: | 2425343 | E-TAS |
| Registration Number: | 3036150 | FAST STAT |
| Serial Number: | 78515164 | GEOMETRYNOW |
| Serial Number: | 77109585 | GO! CHEMISTRY |
| Registration Number: | 2991177 | GRAMMAR IN CONTEXT |
| Serial Number: | 78852463 | HEINLE & HEINLE |
| Serial Number: | 78852458 | HH |
| Registration Number: | 3024188 | HISTORYNOW! |
| Registration Number: | 2519950 | HYBRED MEDIA |
| Serial Number: | 78971052 | ICHAPTERS.COM |
| Registration Number: | 2884582 | ILRN |
| Registration Number: | 1866136 | ITP |
| Serial Number: | 76601205 | JOININ |
| Serial Number: | 78974631 | KEYCHECK |
| Registration Number: | 2318732 | LABS ON DEMAND |
| Serial Number: | 78519549 | LEARNINGEQUATIONSNOW |

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|----------------------|----------|--|
| Serial Number: | 78942946 | LIT 21 |
| Serial Number: | 78942980 | LITERATURE IN THE 21ST CENTURY |
| Serial Number: | 78954024 | MARKETING TO GO |
| Serial Number: | 78519523 | MATHEMATICSNOW |
| Serial Number: | 78519516 | MATHNOW |
| Registration Number: | 2949202 | MLS |
| Registration Number: | 2939230 | MY ASTRONOMY COURSE |
| Registration Number: | 2817702 | MY BACKPACK |
| Serial Number: | 78948586 | MYELT |
| Registration Number: | 2519949 | NEW BREED PUBLISHING |
| Registration Number: | 1750118 | NEWBURY HOUSE |
| Serial Number: | 78943763 | POETRY 21 |
| Serial Number: | 78943772 | POETRY IN THE 21ST CENTURY |
| Serial Number: | 78515082 | POLITICAL SCIENCENOW |
| Serial Number: | 78515111 | POLITICSNOW |
| Registration Number: | 2665920 | POWERSTUDY |
| Registration Number: | 3015903 | PROTEUS |
| Serial Number: | 76390426 | PSYCH ODYSSEY |
| Registration Number: | 2350223 | PSYCHNOW! |
| Serial Number: | 78515088 | PSYCHOLOGYNOW |
| Registration Number: | 2388136 | PSYK.TREK |
| Registration Number: | 2183184 | PWS |
| Registration Number: | 2146913 | PWS |
| Registration Number: | 2542729 | QT: QUIZZING AND TESTING |
| Registration Number: | 2083562 | QUICK TORIAL |
| Registration Number: | 2425557 | SEEING STATISTICS |
| Registration Number: | 1709332 | SHELLY CASHMAN SERIES |
| Registration Number: | 2645476 | SKILLS @ WORK |
| Registration Number: | 2977087 | SMARTLINK |
| Registration Number: | 2331169 | SNIFFY THE VIRTUAL RAT |
| Serial Number: | 78515078 | SOCIOLOGYNOW |
| Registration Number: | 2658461 | SOLVERTABLE |
| Serial Number: | 78513315 | SOUTH-WESTERN |
| Registration Number: | 2131844 | SOUTH-WESTERN COMPUTER TRAINING SERIES |
| Serial Number: | 78515126 | STATISTICSNOW |

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| Registration Number: | 2375922 | STATPRO |
| Registration Number: | 2444775 | STATSOURCE |
| Serial Number: | 78785694 | SYSTEME-D |
| Registration Number: | 2489247 | TEXERE |
| Registration Number: | 2643749 | TOOLS FOR ENRICHING |
| Serial Number: | 78515157 | TRIGINOMETRYNOW |
| Registration Number: | 2913503 | TYPING TIME |
| Serial Number: | 76528543 | WADSWORTH INSITE |
| Registration Number: | 2721657 | WEBTUTOR |
| Serial Number: | 78515294 | WRITER'S RESOURCESNOW |
| Registration Number: | 2537370 | ARTISTPRO.COM THE RECORDING INDUSTRY NETWORK |
| Registration Number: | 2165379 | ATC CHALLENGE |
| Serial Number: | 78677332 | BOOTCAMP-IN-A-BOX |
| Registration Number: | 2701239 | CERTIFICATION CIRCLE |
| Registration Number: | 2559631 | CHILTON |
| Registration Number: | 2585983 | CHILTON |
| Registration Number: | 2713595 | CHILTON |
| Registration Number: | 2605298 | CHILTON'S |
| Registration Number: | 2840037 | CHILTON'S |
| Registration Number: | 2775995 | CHILTON'S ONLINE |
| Registration Number: | 3080974 | COACHING CLUB |
| Registration Number: | 1660331 | COURSE TECHNOLOGY |
| Registration Number: | 3029726 | COURSEFORWARD |
| Registration Number: | 3045881 | COURSEPORT |
| Registration Number: | 2474615 | COURSEPREP |
| Registration Number: | 2940380 | DELMARLEARNING.COM |
| Registration Number: | 2555100 | |
| Registration Number: | 2475660 | |
| Registration Number: | 2453311 | |
| Registration Number: | 2861699 | DESIGN PROFESSIONAL SERIES |
| Registration Number: | 2757302 | ED2GO |
| Registration Number: | 3050620 | EDUCATIONTOGO |
| Registration Number: | 2805534 | EXTEND YOUR REACH |
| Registration Number: | 2279514 | FAST & EASY |
| Registration Number: | 2383185 | FAST & EASY |

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|----------------------|----------|---|
| Registration Number: | 2366240 | FAST & EASY |
| Registration Number: | 2902033 | FIRE FLASH |
| Serial Number: | 78580502 | FLIPCARDS |
| Registration Number: | 2143496 | GET STARTED |
| Registration Number: | 2117104 | ILLUSTRATED INTERACTIVE |
| Registration Number: | 2447166 | ILLUSTRATED LEARNING LIBRARY |
| Registration Number: | 2124518 | ILLUSTRATED PROJECTS |
| Registration Number: | 3022176 | ILT SERIES |
| Serial Number: | 78701326 | IVIEW |
| Registration Number: | 2555101 | JAMSA |
| Registration Number: | 3108475 | KNOW IT? SHOW IT. |
| Registration Number: | 2658712 | LEARN BY SERIES |
| Registration Number: | 2439597 | LEARNING PATH MANAGER |
| Serial Number: | 78706595 | LIFEWORCS |
| Registration Number: | 2487160 | NET LEARNING THE ULTIMATE LEARNING SYSTEM |
| Serial Number: | 78610705 | NETCOMPETENCY |
| Serial Number: | 78756116 | NETEXPRESS |
| Serial Number: | 78755938 | NETLEARNING |
| Serial Number: | 78756095 | NETMANAGER |
| Serial Number: | 78755860 | NETNOTES |
| Serial Number: | 78759056 | NETREVIEW |
| Registration Number: | 1713122 | ONWORD PRESS |
| Registration Number: | 2724192 | P |
| Serial Number: | 77080054 | PREVIEW |
| Registration Number: | 2949173 | SAM CHALLENGE |
| Registration Number: | 1732971 | SHELLY CASHMAN SERIES |
| Registration Number: | 2974794 | STUDYWARE |
| Serial Number: | 76603311 | STUDYWARE |
| Registration Number: | 2832855 | TECHONE |
| Serial Number: | 76596840 | THE 80/20 SERIES |
| Registration Number: | 2565920 | THE FIRST STEP IN REPAIR |
| Registration Number: | 3085163 | TODAY'S TECHNICIAN |
| Registration Number: | 2776422 | TOM |
| Registration Number: | 2648206 | TOTAL CAR CARE |
| Registration Number: | 3151184 | TOTAL CAR CARE |

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|----------------------|----------|---|
| Registration Number: | 2587633 | TOTAL CAR CARE |
| Registration Number: | 3196131 | WHERE SMART ENTHUSIASTS CLICK FOR SERVICE INFORMATION |
| Serial Number: | 78701354 | WHERE SMART TECHNICIANS CLICK FOR SERVICE INFORMATION |
| Serial Number: | 78505453 | WRITING EXCELLENCE |
| Registration Number: | 2913671 | XGDX |
| Registration Number: | 2435466 | JOURNEY THROUGH |
| Serial Number: | 77106380 | COURSENOTES |
| Serial Number: | 78755787 | NETAUTHOR |

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-7609
Email: ksolomon@stblaw.com
Correspondent Name: Kirstie Howard, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

| | |
|-------------------------|----------------|
| ATTORNEY DOCKET NUMBER: | 092857/0005 |
| NAME OF SUBMITTER: | Kirstie Howard |
| Signature: | /kh/ |
| Date: | 10/11/2007 |

Total Attachments: 14
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Delaware

PAGE 1

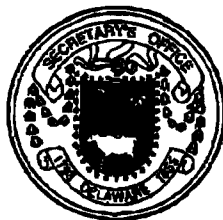
The First State

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 AMENDMENT OF "THOMSON LEARNING INC.", CHANGING ITS NAME FROM "THOMSON LEARNING INC." TO "CENGAGE LEARNING, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2406150 8100

070976046



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5969647

DATE: 08-31-07

TRADEMARK

REEL: 003638 FRAME: 0319

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

THOMSON LEARNING INC.

It is hereby certified that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is

THOMSON LEARNING INC.


SECOND: The certificate of incorporation of the corporation is hereby amended by striking out Article 1. thereof and by substituting in lieu of said Article the following new Article:

"1. The name of the corporation is

CENGAGE LEARNING, INC."

THIRD: The amendment of the certificate of incorporation herein certified have been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on August 28 , 2007


Name: Margaret Heckler
Title: Assistant Secretary

Schedule A

Trademarks and Trademark Applications

| Registered Owner/Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------------|--|----------------|------------------------------------|--------------------------------|
| Thomson Learning Inc. | IPASS | United States | 76,613,078 | 9/28/2004 |
| Thomson Learning Inc. | A MULTIMEDIA INTRODUCTION TO PSYCHOLOG PSYK.TREK | United States | 2,487,844 | 9/11/2001 |
| Thomson Learning Inc. | ALGEBRANOW | United States | 78,515,228 | 11/11/2004 |
| Thomson Learning Inc. | AN INSTRUCTOR'S BEST FRIEND | United States | 2,518,567 | 12/11/2001 |
| Thomson Learning Inc. | ATAJO | United States | 3,022,696 | 12/6/2005 |
| Thomson Learning Inc. | ATOMIC DOG PUBLISHING | United States | 2,948,257 | 5/10/2005 |
| Thomson Learning Inc. | AUTOMATED ACCOUNTING | United States | 3,191,767 | 1/2/2007 |
| Thomson Learning Inc. | BASIC COUNSELING RESPONSES | United States | 2,447,156 | 4/24/2001 |
| Thomson Learning Inc. | BIOBYTE (stylized) | United States | 2,949,171 | 5/10/2005 |
| Thomson Learning Inc. | BOOMERANG TEXTBOOKS | United States | 78,721,134 | 9/27/2005 |
| Thomson Learning Inc. | BROOKS/COLE | United States | 78,513,240 | 11/8/2004 |
| Thomson Learning Inc. | C21 (Stylized) | United States | 913,703 | 6/8/1971 |
| Thomson Learning Inc. | CALCULUSNOW | United States | 78,515,117 | 11/11/2004 |

| Registered Owner/ Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------|-----------------------------------|---------------|-----------------------------|-------------------------|
| Thomson Learning Inc. | CASENET (& design) | United States | 2,137,066 | 2/17/1998 |
| Thomson Learning Inc. | CENTURY 21 | United States | 913,702 | 6/8/1971 |
| Thomson Learning Inc. | CHANGING THE WAY THE WORLD LEARNS | United States | 2,099,861 | 9/23/1997 |
| Thomson Learning Inc. | CHANGING THE WAY THE WORLD LEARNS | United States | 2,070,895 | 6/10/1997 |
| Thomson Learning Inc. | CHEMBYTE (stylized) | United States | 2,949,170 | 5/10/2005 |
| Thomson Learning Inc. | COGLAB | United States | 2,866,157 | 7/27/2004 |
| Thomson Learning Inc. | COMMUNICATION 2000 | United States | 2,091,574 | 8/26/1997 |
| Thomson Learning Inc. | COMP 21 | United States | 78,944,956 | 8/4/2006 |
| Thomson Learning Inc. | COMPOSITION IN THE 21ST CENTURY | United States | 78,944,963 | 8/4/2006 |
| Thomson Learning Inc. | COURSEKEY | United States | 2,807,293 | 1/20/2004 |
| Thomson Learning Inc. | CRIMINOLOGYNOW | United States | 78,515,061 | 11/11/2004 |
| Thomson Learning Inc. | DATA ANALYSIS PLUS | United States | 2,245,895 | 5/18/1999 |
| Thomson Learning Inc. | Design - (Leaf logo) | United States | 2,999,906 | 9/27/2005 |
| Thomson Learning Inc. | DESIGN (of a Cat Pointing) | United States | 1,477,475 | 2/23/1988 |

| Registered Owner/ Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------|-----------------------|---------------|-----------------------------|-------------------------|
| Thomson Learning Inc. | DESIGN (of Lion) | United States | 2,256,159 | 6/29/1999 |
| Thomson Learning Inc. | DUXBURY PRESS | United States | 2,036,544 | 2/11/1997 |
| Thomson Learning Inc. | EARTH SYSTEMS TODAY | United States | 2,632,647 | 10/8/2002 |
| Thomson Learning Inc. | ECONOMIC JUMPSTART | United States | 78,861,098 | 4/13/2006 |
| Thomson Learning Inc. | ECONOMIC LEARNINGPATH | United States | 78,861,108 | 4/13/2006 |
| Thomson Learning Inc. | E-RIGINALITY | United States | 2,645,216 | 11/5/2002 |
| Thomson Learning Inc. | E-TAS & Design | United States | 2,425,343 | 1/30/2001 |
| Thomson Learning Inc. | FAST STAT & Design | United States | 3,036,150 | 12/27/2005 |
| Thomson Learning Inc. | GEOMETRYNOW | United States | 78,515,164 | 11/11/2004 |
| Thomson Learning Inc. | GO! CHEMISTRY | United States | 77,109,585 | 2/16/2007 |
| Thomson Learning Inc. | GRAMMAR IN CONTEXT | United States | 2,991,177 | 9/6/2005 |
| Thomson Learning Inc. | HEINLE & HEINLE | United States | 78,852,463 | 4/3/2006 |
| Thomson Learning Inc. | HH | United States | 78,852,458 | 4/3/2006 |
| Thomson Learning Inc. | HISTORYNOW! | United States | 3,024,188 | 12/6/2005 |

| Registered Owner/ Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------|--------------------------------|---------------|-----------------------------|-------------------------|
| Thomson Learning Inc. | HYBRED MEDIA | United States | 2,519,950 | 12/18/2001 |
| Thomson Learning Inc. | ICHAPTERS.COM | United States | 78,971,052 | 9/11/2006 |
| Thomson Learning Inc. | ILRN | United States | 2,884,582 | 9/14/2004 |
| Thomson Learning Inc. | ITP (& design of encircled T) | United States | 1,866,136 | 12/6/1994 |
| Thomson Learning Inc. | JOININ | United States | 76,601,205 | 7/8/2004 |
| Thomson Learning Inc. | JOURNEY THROUGH | United States | 2,435,466 | 3/13/2001 |
| Thomson Learning Inc. | KEYCHECK | United States | 78,974,631 | 9/14/2006 |
| Thomson Learning Inc. | LABS ON DEMAND (Stylized) | United States | 2,318,732 | 2/15/2000 |
| Thomson Learning Inc. | LEARNINGEQUATIONSNOW | United States | 78,519,549 | 11/18/2004 |
| Thomson Learning Inc. | LIT 21 | United States | 78,942,946 | 8/2/2006 |
| Thomson Learning Inc. | LITERATURE IN THE 21ST CENTURY | United States | 78,942,980 | 8/2/2006 |
| Thomson Learning Inc. | MARKETING TO GO | United States | 78,954,024 | 8/17/2006 |
| Thomson Learning Inc. | MATHEMATICSNOW | United States | 78,519,523 | 11/18/2004 |
| Thomson Learning Inc. | MATHNOW | United States | 78,519,516 | 11/18/2004 |

| Registered Owner/ Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------|----------------------------|---------------|-----------------------------|-------------------------|
| Thomson Learning Inc. | MLS | United States | 2,949,202 | 5/10/2005 |
| Thomson Learning Inc. | MY ASTRONOMY COURSE | United States | 2,939,230 | 4/12/2005 |
| Thomson Learning Inc. | MY BACKPACK | United States | 2,817,702 | 2/24/2004 |
| Thomson Learning Inc. | MyELT | United States | 78,948,586 | 8/9/2006 |
| Thomson Learning Inc. | NEW BREED PUBLISHING | United States | 2,519,949 | 12/18/2001 |
| Thomson Learning Inc. | NEWBURY HOUSE (& design) | United States | 1,750,118 | 2/2/1993 |
| Thomson Learning Inc. | POETRY 21 | United States | 78,943,763 | 8/3/2006 |
| Thomson Learning Inc. | POETRY IN THE 21ST CENTURY | United States | 78,943,772 | 8/3/2006 |
| Thomson Learning Inc. | POLITICAL SCIENCENOW | United States | 78,515,082 | 11/11/2004 |
| Thomson Learning Inc. | POLITICSNOW | United States | 78,515,111 | 11/11/2004 |
| Thomson Learning Inc. | POWERSTUDY | United States | 2,665,920 | 12/24/2002 |
| Thomson Learning Inc. | PROTEUS | United States | 3,015,903 | 11/15/2005 |
| Thomson Learning Inc. | PSYCH ODYSSEY | United States | 76,390,426 | 4/3/2002 |
| Thomson Learning Inc. | PSYCHNOW! | United States | 2,350,223 | 5/16/2000 |

| Registered Owner/ Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------|----------------------------------|---------------|-----------------------------|-------------------------|
| Thomson Learning Inc. | PSYCHOLOGYNOW | United States | 78,515,088 | 11/11/2004 |
| Thomson Learning Inc. | PSYK.TREK | United States | 2,388,136 | 9/19/2000 |
| Thomson Learning Inc. | PWS | United States | 2,183,184 | 8/25/1998 |
| Thomson Learning Inc. | PWS (& design) | United States | 2,146,913 | 3/31/1998 |
| Thomson Learning Inc. | QT: QUIZZING AND TESTING | United States | 2,542,729 | 2/26/2002 |
| Thomson Learning Inc. | QUICK TORIAL (& design) | United States | 2,083,562 | 7/29/1997 |
| Thomson Learning Inc. | SEEING STATISTICS | United States | 2,425,557 | 1/30/2001 |
| Thomson Learning Inc. | SHELLY CASHMAN SERIES (& design) | United States | 1,709,332 | 8/18/1992 |
| Thomson Learning Inc. | SKILLS @ WORK (& design) | United States | 2,645,476 | 11/5/2002 |
| Thomson Learning Inc. | SMARTLINK | United States | 2,977,087 | 7/26/2005 |
| Thomson Learning Inc. | SNIFFY THE VIRTUAL RAT | United States | 2,331,169 | 3/21/2000 |
| Thomson Learning Inc. | SOCIOLOGYNOW | United States | 78,515,078 | 11/11/2004 |
| Thomson Learning Inc. | SOLVERTABLE | United States | 2,658,461 | 12/10/2002 |
| Thomson Learning Inc. | SOUTH-WESTERN | United States | 78,513,315 | 11/8/2004 |

| Registered Owner/ Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------|--|---------------|-----------------------------|-------------------------|
| Thomson Learning Inc. | SOUTH-WESTERN COMPUTER TRAINING SERIES | United States | 2,131,844 | 1/27/1998 |
| Thomson Learning Inc. | STATISTICSNOW | United States | 78,515,126 | 11/11/2004 |
| Thomson Learning Inc. | STATPRO | United States | 2,375,922 | 8/8/2000 |
| Thomson Learning Inc. | STATSOURCE | United States | 2,444,775 | 4/17/2001 |
| Thomson Learning Inc. | SYSTEME-D | United States | 78,785,694 | 1/5/2006 |
| Thomson Learning Inc. | TEXERE | United States | 2,489,247 | 9/11/2001 |
| Thomson Learning Inc. | TOOLS FOR ENRICHING | United States | 2,643,749 | 10/29/2002 |
| Thomson Learning Inc. | TRIGINOMETRYNOW | United States | 78,515,157 | 11/11/2004 |
| Thomson Learning Inc. | TYPING TIME | United States | 2,913,503 | 12/21/2004 |
| Thomson Learning Inc. | WADSWORTH INSITE | United States | 76,528,543 | 7/9/2003 |
| Thomson Learning Inc. | WEBTUTOR (stylized) | United States | 2,721,657 | 6/3/2003 |
| Thomson Learning Inc. | WRITER'S RESOURCESNOW | United States | 78,515,294 | 11/11/2004 |
| Thomson Learning Inc. | ARTISTPRO.COM THE RECORDING INDUSTRY NETWORK | United States | 2,537,370 | 2/5/2002 |
| Thomson Learning Inc. | ATC CHALLENGE | United States | 2,165,379 | 6/16/1998 |

| Registered Owner/ Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------|------------------------------|---------------|-----------------------------|-------------------------|
| Thomson Learning Inc. | BOOTCAMP-IN-A-BOX | United States | 78,677,332 | 7/25/2005 |
| Thomson Learning Inc. | CERTIFICATION CIRCLE | United States | 2,701,239 | 3/25/2003 |
| Thomson Learning Inc. | CHILTON | United States | 2,559,631 | 4/9/2002 |
| Thomson Learning Inc. | CHILTON | United States | 2,585,983 | 6/25/2002 |
| Thomson Learning Inc. | CHILTON | United States | 2,713,595 | 5/6/2003 |
| Thomson Learning Inc. | CHILTON'S | United States | 2,605,298 | 8/6/2002 |
| Thomson Learning Inc. | CHILTON'S | United States | 2,840,037 | 5/11/2004 |
| Thomson Learning Inc. | CHILTON'S ONLINE | United States | 2,775,995 | 10/21/2003 |
| Thomson Learning Inc. | COACHING CLUB (Stylized) | United States | 3,080,974 | 4/11/2006 |
| Thomson Learning Inc. | COURSE TECHNOLOGY (& design) | United States | 1,660,331 | 10/8/1991 |
| Thomson Learning Inc. | COURSEFORWARD | United States | 3,029,726 | 12/13/2005 |
| Thomson Learning Inc. | COURSENOTES | United States | 77,106,380 | 2/13/2007 |
| Thomson Learning Inc. | COURSEPORT | United States | 3,045,881 | 1/17/2006 |
| Thomson Learning Inc. | COURSEPREP | United States | 2,474,615 | 7/31/2001 |

| Registered Owner/ Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------|----------------------------|---------------|-----------------------------|-------------------------|
| Thomson Learning Inc. | DELMARLEARNING.COM | United States | 2,940,380 | 4/12/2005 |
| Thomson Learning Inc. | Design of Dog Front View | United States | 2,555,100 | 4/2/2002 |
| Thomson Learning Inc. | Design of Dog laying down | United States | 2,475,660 | 8/7/2001 |
| Thomson Learning Inc. | Design of Dog sitting up | United States | 2,453,311 | 5/22/2001 |
| Thomson Learning Inc. | DESIGN PROFESSIONAL SERIES | United States | 2,861,699 | 7/6/2004 |
| Thomson Learning Inc. | ED2GO | United States | 2,757,302 | 8/26/2003 |
| Thomson Learning Inc. | EDUCATIONTOGO | United States | 3,050,620 | 1/24/2006 |
| Thomson Learning Inc. | EXTEND YOUR REACH | United States | 2,805,534 | 1/13/2004 |
| Thomson Learning Inc. | FAST & EASY (& Design) | United States | 2,279,514 | 9/21/1999 |
| Thomson Learning Inc. | FAST & EASY (Stylized) | United States | 2,383,185 | 9/5/2000 |
| Thomson Learning Inc. | FAST & EASY (Stylized) | United States | 2,366,240 | 7/11/2000 |
| Thomson Learning Inc. | FIRE FLASH | United States | 2,902,033 | 11/9/2004 |
| Thomson Learning Inc. | FLIPCARDS | United States | 78,580,502 | 3/4/2005 |
| Thomson Learning Inc. | GET STARTED | United States | 2,143,496 | 3/10/1998 |

| Registered Owner/ Grantor | Trademark | Country | Reg. No. or Application No. | Date of Filing/Issuance |
|---------------------------|--|---------------|-----------------------------|-------------------------|
| Thomson Learning Inc. | ILLUSTRATED INTERACTIVE | United States | 2,117,104 | 11/25/1997 |
| Thomson Learning Inc. | ILLUSTRATED LEARNING LIBRARY | United States | 2,447,166 | 4/24/2001 |
| Thomson Learning Inc. | ILLUSTRATED PROJECTS | United States | 2,124,518 | 12/23/1997 |
| Thomson Learning Inc. | ILT SERIES | United States | 3,022,176 | 11/29/2005 |
| Thomson Learning Inc. | IVIEW | United States | 78,701,326 | 8/26/2005 |
| Thomson Learning Inc. | JAMSA | United States | 2,555,101 | 4/2/2002 |
| Thomson Learning Inc. | KNOW IT? SHOW IT. | United States | 3,108,475 | 6/27/2006 |
| Thomson Learning Inc. | LEARN BY SERIES | United States | 2,658,712 | 12/10/2002 |
| Thomson Learning Inc. | LEARNING PATH MANAGER | United States | 2,439,597 | 3/27/2001 |
| Thomson Learning Inc. | LIFEWORKS | United States | 78,706,595 | 9/2/2005 |
| Thomson Learning Inc. | NET LEARNING THE ULTIMATE LEARNING SYSTEM & Design | United States | 2,487,160 | 9/11/2001 |
| Thomson Learning Inc. | NETAUTHOR | United States | 78,755,787 | 11/17/2005 |
| Thomson Learning Inc. | NETCOMPETENCY | United States | 78,610,705 | 4/18/2005 |
| Thomson Learning Inc. | NETEXPRESS | United States | 78,756,116 | 11/17/2005 |

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| Thomson Learning Inc. | NETLEARNING | United States | 78,755,938 | 11/17/2005 |
| Thomson Learning Inc. | NETMANAGER | United States | 78,756,095 | 11/17/2005 |
| Thomson Learning Inc. | NETNOTES | United States | 78,755,860 | 11/17/2005 |
| Thomson Learning Inc. | NETREVIEW | United States | 78,759,056 | 11/22/2005 |
| Thomson Learning Inc. | ONWORD PRESS | United States | 1,713,122 | 9/8/1992 |
| Thomson Learning Inc. | P (Stylized) | United States | 2,724,192 | 6/10/2003 |
| Thomson Learning Inc. | PREVIEW | United States | 77,080,054 | 1/10/2007 |
| Thomson Learning Inc. | SAM CHALLENGE | United States | 2,949,173 | 5/10/2005 |
| Thomson Learning Inc. | SHELLY CASHMAN SERIES | United States | 1,732,971 | 11/17/1992 |
| Thomson Learning Inc. | STUDYWARE | United States | 2,974,794 | 7/19/2005 |
| Thomson Learning Inc. | STUDYWARE | United States | 76,603,311 | 7/21/2004 |
| Thomson Learning Inc. | TECHONE | United States | 2,832,855 | 4/13/2004 |
| Thomson Learning Inc. | THE 80/20 SERIES | United States | 76,596,840 | 6/10/2004 |
| Thomson Learning Inc. | THE FIRST STEP IN REPAIR | United States | 2,565,920 | 4/30/2002 |

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| Thomson Learning Inc. | TODAY'S TECHNICIAN | United States | 3,085,163 | 4/25/2006 |
| Thomson Learning Inc. | TOM | United States | 2,776,422 | 10/21/2003 |
| Thomson Learning Inc. | TOTAL CAR CARE | United States | 2,648,206 | 11/12/2002 |
| Thomson Learning Inc. | TOTAL CAR CARE | United States | 3,151,184 | 10/3/2006 |
| Thomson Learning Inc. | TOTAL CAR CARE (Stylized) | United States | 2,587,633 | 7/2/2002 |
| Thomson Learning Inc. | WHERE SMART ENTHUSIASTS CLICK FOR SERVICE INFORMAT | United States | 3,196,131 | 1/9/2007 |
| Thomson Learning Inc. | WHERE SMART TECHNICIANS CLICK FOR SERVICE INFORMAT | United States | 78,701,354 | 8/26/2005 |
| Thomson Learning Inc. | WRITING EXCELLENCE | United States | 78,505,453 | 10/25/2004 |
| Thomson Learning Inc. | XGDX | United States | 2,913,671 | 12/21/2004 |