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TRINITY LEARNING CORP  
Form 8-K  
February 10, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 6, 2004  
(February 6, 2004)

Trinity Learning Corporation  
(Exact Name of Registrant as Specified in Its Charter)

Utah  
(State of Other Jurisdiction of Incorporation)

0-8924  
(Commission File Number)

73-0981865  
(IRS Employer Identification No.)

1831 Second Street  
Berkeley, California  
(Address of Principal Executive Offices)

94710  
(Zip Code)

(510) 540-9300  
(Registrant's Telephone Number, Including Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events

Press Release Regarding Agreement.  
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On February 6, 2004, Trinity Learning Corporation (the "Company") announced that it has entered into a Definitive Agreement to acquire all of the outstanding shares of Virtual Learning Partners AS ("VILPAS"), a learning services company headquartered in Oslo, Norway. For the past five years, VILPAS has been engaged in developing e-learning and other educational initiatives for corporations and organizations in Norway, Scandinavia and Europe. The full text of the Company's press release issued in connection with this matter is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

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99.1 Press Release dated February 6, 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 6, 2004  
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TRINITY COMPANIES, INC.  
By: /s/ Douglas Cole  
Douglas Cole, Chief Executive Officer