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TRINITY LEARNING CORP  
Form 8-K  
January 16, 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):  
January 16, 2004 (January 15, 2003)

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 January 15, 2004, Trinity Learning Corporation (the "Company") announced that it has entered into a Strategic Development and Marketing Agreement with Itensil, Inc. Under the terms of the agreement, Trinity Learning and Itensil will co-develop and market "Best\_Learning\_Now!", a software platform that can assist corporations and organizations to meet their workplace e-learning, training, and compliance needs. 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

99.1 Press Release dated January 15, 2004

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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: January 16, 2004

TRINITY COMPANIES, INC.

By: /s/ Douglas Cole

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Douglas Cole, Chief Executive Officer