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TRINITY LEARNING CORP  
Form 8-K  
March 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: March 15, 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 March 15, 2004, Trinity Learning Corporation (the "Company") announced that it has entered into a Strategic Course Development and Marketing Agreement with the University of California Extension, Santa Cruz ("UCSC Extension"). UCSC Extension is a leading provider of corporate training courses in Silicon Valley offering courses in areas including business management, computer and information technology, biotechnology, education, human development, art and design, and humanities.

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.

Exhibits

99.1 Press Release dated March 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: March 15, 2004  
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TRINITY COMPANIES, INC.

By: /s/ Douglas Cole  
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Douglas Cole, Chief Executive Officer