

Edgar Filing: TRINITY LEARNING CORP - Form NT 10-Q

TRINITY LEARNING CORP  
Form NT 10-Q  
May 16, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 12b-25

Commission File No. 000-08924

NOTIFICATION OF LATE FILING

(Check One):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form N-SAR  Form N-CSR

For Period Ended: March 31, 2006  
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- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

Read attached instruction sheet before preparing form. Please print or type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: \_\_\_\_\_

PART I - REGISTRANT INFORMATION

Trinity Learning Corporation  
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Full name of registrant

-----  
Former name if applicable

4101 International Parkway  
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Address of principal executive office (Street and number)

Carrollton, TX 750073  
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City, state and zip code

Part II - Rules 12b-25 (b) and (c)

If the subject could be filed without unreasonable effort or expense and

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the Registrant seeks relief pursuant to Rule 12b-25 (b), the following should be completed. (Check box if appropriate).

- | (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort of expense;
- |
- | (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- |
- | (c) The accountant's statements or other exhibit required by Rule 12b-25 (c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 11-K, 10-Q, 10-QSB, N-SARs, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Form 10-QSB review will not be completed by the prescribed time Period and thus can not be completed without incurring undue hardship and expense. The registrant undertakes the responsibility to file such no later than 5 calendar days after the prescribed due date.

PART IV - OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Pat Quinn	(972)	309-4000
Name	Area Code	Telephone Number

- (2) Have all other reports required under Section 13 or 15 (b) of the Securities and Exchange Act of 1934 or Section 30 or the Investments Act of 1940 during the preceding 12 months (or for such shorter) period that the Registrant was required to file such reports been filed? If answer is no, identify report(s).

X    Yes            No  
 -----        -----

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

      Yes    X    No  
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If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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

has caused this notification to be signed on its behalf by the undersigned  
hereunto duly authorized.

Date: May 15, 2006

/S/

Pat Quinn

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Pat Quinn

VP and Chief Financial Officer