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TRINITY LEARNING CORP  
Form 8-K  
January 12, 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 12, 2004 (January 12, 2004)

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

Utah  
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(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 7. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibits

99.1 Letter to Shareholders dated January 12, 2004

ITEM 9. REGULATION FD DISCLOSURE

On January 12, 2004, Douglas D. Cole, Chief Executive Officer of Trinity Learning Corporation (the "Company") issued a letter to shareholders. The full text of the letter is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

SIGNATURES

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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.

TRINITY COMPANIES, INC.

Date: January 12, 2004

By: /s/ Douglas Cole

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Douglas Cole, Chief Executive Officer