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TRINITY LEARNING CORP

Form 8-K

December 13, 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): December 13, 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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 4.01 Change in Registrant's Certifying Accountant

On December 13, 2004, Trinity Learning Corporation (the "Registrant") appointed Chisholm, Bierwolf & Nilson, LLC, ("CBN") to serve as the Registrant's independent auditor for the fiscal year ended June 30, 2005. The decision to

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change auditors was approved by the Audit Committee of the Registrant's Board of Directors. CBN and its predecessor entity, Bierwolf, Nilson & Associates, had audited the Registrant's financial statements for the transition period ended June 30, 2003 and the year ended September 30, 2002. The Registrant has provided CBN with a copy of this report, and CBN has not given the Registrant written notice of any disagreements or clarifications with respect to the foregoing disclosure.

### 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.

TRINITY LEARNING CORPORATION

Date: December 13, 2004

By: /s/ Douglas Cole

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Douglas Cole,  
Chief Executive Officer