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TRINITY LEARNING CORP  
Form NT 10-K  
November 05, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 12b-25  
NOTIFICATION OF LATE FILING

Commission File Number: 0-8924  
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(Check One):     Form 10-K and Form 10-KSB     Form 11-K  
                   Form 20-F     Form 10-Q and Form 10-QSB     Form N-SAR

For Period Ended:

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: June 30, 2003  
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Read instruction (on back page) 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.  
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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

Trinity Companies, Inc.  
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Former Name if Applicable

1831 Second Street  
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Address of Principal Executive Office (Street and Number)

Berkeley, California 94710  
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City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or  
expense and 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

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| form could not be eliminated without unreasonable effort or  
| expense;

- [X] | (b) The subject annual report, semi-annual report, transition report on Form 10-K, 10-KSB, 20-F, 11-K, Form 20-F or 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, 10-QSB, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- | (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE RESPONSE

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

The Registrant filed an 8-K on August 8, 2003 announcing that the Registrant's Board of Directors had, on August 6, 2003, approved a change in the Registrant's fiscal year end from September 30th to June 30th. The Registrant was due to file its transition report for the period October 1, 2002 to June 30, 2003 on November 4, 2003. Due to the complexities of arranging for an audit of its Australian subsidiaries, the Registrant has experienced a delay in assembling the necessary financial information and completing its audit for the transition period ended June 30, 2003 and in filing its transition report on Form 10-KSB without unreasonable effort or expense within the prescribed time period.

PART IV - OTHER INFORMATION

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

Douglas D. Cole	(510)	540-9300
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(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under section 13 or 15(d) of the Securities Exchange Act of 1934 or section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the 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

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 thereunto duly authorized.

Dated: November 5, 2003

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