

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1994-07-08**  
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### SUBJECT COMPANY

#### LEARNING CO/CA/

CIK: **885075** | IRS No.: **942685805** | State of Incorporation: **DE** | Fiscal Year End: **0630**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-43024** | Film No.: **94538258**  
SIC: **7372** Prepackaged software

Business Address  
6493 KAISER DR  
FREMONT CA 94555  
5107922101

### FILED BY

#### MORGAN J P & CO INC

CIK: **68100** | IRS No.: **132625764** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A**  
SIC: **6022** State commercial banks

Mailing Address  
P O BOX 271  
C/O WILLIAM D HALL  
WILMINGTON DE 19899

Business Address  
60 WALL ST  
NEW YORK NY 10260  
2124832323

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549  
SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 3)\*

NAME OF ISSUER: Learning Co.

TITLE OF CLASS OF SECURITIES: Learning Co.

UNLESS OTHERWISE NOTED, THE SECURITY BEING REPORTED IS A  
COMMON STOCK

CUSIP NO: 522006 10 5

FEE BEING PAID: NO

(1) NAMES OF REPORTING PERSONS: J. P. MORGAN & CO., INCORPORATED  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: 13-2625764

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)  
(B)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

(5) SOLE POWER TO VOTE:	162,900 SHARES
(6) SHARED POWER TO VOTE:	0 SHARES
(7) SOLE POWER TO DISPOSE:	315,500 SHARES
(8) SHARED POWER TO DISPOSE:	0 SHARES

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
315,500 SHARES

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 4.3 %

(12) TYPE OF REPORTING PERSON: HC

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549  
SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

FEE BEING PAID: NO

ITEM 1 (a) NAME OF ISSUER: Learning Co.

ITEM 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
6493 Kaiser Drive  
Fremont, CA 94555

ITEM 2 (a) NAME OF PERSON FILING: J. P. MORGAN & CO., INCORPORATED

ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:  
60 WALL STREET  
NEW YORK, N. Y. 10260

ITEM 2 (c) CITIZENSHIP UNITED STATES

ITEM 2 (d) TITLE OF CLASS OF SECURITIES:  
Learning Co.

UNLESS OTHERWISE NOTED, THE SECURITY BEING REPORTED IS A  
COMMON STOCK

ITEM 2 (e) CUSIP NO: 522006 10 5

ITEM 3 TYPE OF PERSON: (g) PARENT HOLDING COMPANY

ITEM 4 (a) AMOUNT BENEFICIALLY OWNED: 315,500 SHARES,  
INCLUDING 0 SHARES WHERE THERE IS A RIGHT TO ACQUIRE.

ITEM 4 (b) PERCENT OF CLASS: 4.3 %

ITEM 4 (c)	(i) SOLE POWER TO VOTE:	162,900	SHARES
	(ii) SHARED POWER TO VOTE:	0	SHARES
	(iii) SOLE POWER TO DISPOSE:	315,500	SHARES
	(iv) SHARED POWER TO DISPOSE:	0	SHARES

ITEM 5 OWNERSHIP OF 5 PERCENT OR LESS OF A CLASS: YES

ITEM 6 OWNERSHIP OF MORE THAN 5 PERCENT ON BEHALF OF ANOTHER PERSON:

VIRTUALLY ALL OF OUR ACCOUNTS INVOLVE OUTSIDE PERSONS WHO HAVE THE RIGHT TO RECEIVE OR DIRECT THE RECEIPT OF DIVIDENDS FROM, OR THE PROCEEDS FROM THE SALE OF, SECURITIES IN SUCH ACCOUNTS WITH RESPECT TO THE CLASS OF SECURITIES WHICH ARE THE SUBJECT OF THIS REPORT. HOWEVER, NO SUCH PERSON'S RIGHTS RELATE TO MORE THAN FIVE PERCENT OF THE CLASS, UNLESS SUCH PERSON IS IDENTIFIED BELOW

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARIES:

MORGAN GUARANTY TRUST COMPANY OF NEW YORK - 3(b) BANK

J.P. MORGAN INVESTMENT MANAGEMENT INC. - 3(e) INVESTMENT ADVISOR

MORGAN TRUST COMPANY OF FLORIDA N.A. - 3(b) BANK

CERTAIN OF THE SECURITIES COVERED BY THIS REPORT MAY BE OWNED BY NON-QUALIFYING SUBSIDIARIES OF J.P. MORGAN & CO. INCORPORATED, BUT THE AMOUNT SO OWNED DOES NOT EXCEED ONE PERCENT OF THE TOTAL OUTSTANDING SECURITIES OF THE COMPANY AND IT IS NOT PRACTICAL TO OBTAIN ADDITIONAL INFORMATION CONCERNING SUCH SECURITIES.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

NOT APPLICABLE

ITEM 9 NOTICE OF DISSOLUTION OF THE GROUP: NOT APPLICABLE

ITEM 10 CERTIFICATION:

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSE OR EFFECT.

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

KATHLEEN H. TRIPP  
VICE PRESIDENT