

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO  
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

(Amendment No. 2)

PRIMARK CORPORATION  
(Name of Subject Company (Issuer))

MARQUEE ACQUISITION CORPORATION  
THE THOMSON CORPORATION  
(Names of Filing Persons (Offerors))

Common Stock, No Par Value Per Share  
(Title of Class of Securities)

741903108  
(CUSIP Number of Class of Securities)

Michael S. Harris, Esq.  
The Thomson Corporation  
Metro Center at One Station Place  
Stamford Connecticut 06902  
Telephone (203) 969-8700  
(Name, Address and Telephone Number of Persons Authorized to Receive Notices  
and Communications on Behalf of filing persons)

Copy to:  
David W. Heleniak, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee** |
|------------------------|------------------------|
| \$913,518,708          | \$182,703.74           |

\* Estimated for purposes of calculating the amount of the filing fee only.  
Calculated by multiplying \$38.00, the per share tender offer price, by  
24,039,966, the sum of the 20,308,103 currently outstanding shares of  
Common Stock sought in the Offer and the 3,731,863 shares of Common Stock  
subject to options that vested as of June 12, 2000.

\*\* Calculated as 1/50 of 1% of the transaction value.

[X] Check the box if any part of the fee is offset as provided by Rule  
0-11(a)(2) and identify the filing with which the offsetting fee was  
previously paid. Identify the previous filing by registration statement  
number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$182,703.74 Filing Party: The Thomson Corporation,  
Marquee Acquisition Corporation  
Form or Registration No.: Schedule TO Date Filed: June 14, 2000

[ ] Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement  
relates:

[X] third-party tender offer subject to Rule 14d-1.

[ ] issuer tender offer subject to Rule 13e-4.

[ ] going-private transaction subject to Rule 13e-3.

[X] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results  
of the tender offer: [ ]

This Amendment No. 2 (the "Amendment") amends and supplements the Tender Offer Statement on Schedule T0 filed with the Securities and Exchange Commission on June 14, 2000 (the "Schedule T0"), by Marquee Acquisition Corporation, a Michigan corporation ("Purchaser") and an indirect wholly owned subsidiary of The Thomson Corporation, a corporation organized under the laws of Ontario, Canada ("Thomson"). The Schedule T0 relates to the offer by Purchaser to purchase all outstanding shares of Common Stock, no par value, including associated common stock purchase rights (together, the "Shares"), of Primark Corporation, a Michigan corporation (the "Company"), at a purchase price of \$38.00 per Share, net to each seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 14, 2000 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1) and (a)(2) to the Schedule T0 (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Offer to Purchase or in the Schedule T0.

Item 12. Materials to Be Filed as Exhibits

Item 12 of the Schedule T0 is hereby amended and supplemented to include the following information:

(a)(10) Joint Press Release issued by Thomson and the Company on June 28, 2000.

After due 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.

Dated: June 28, 2000

MARQUEE ACQUISITION CORPORATION

By: /s/ Michael S. Harris

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Name: Michael S. Harris  
Title: Vice President

THE THOMSON CORPORATION

By: /s/ Michael S. Harris

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Name: Michael S. Harris  
Title: Senior Vice President and  
General Counsel

EXHIBIT INDEX

Exhibit No.

- (a)(1) Offer to Purchase, dated June 14, 2000.\*
- (a)(2) Form of Letter of Transmittal.\*
- (a)(3) Form of Notice of Guaranteed Delivery.\*
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(5) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.\*
- (a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*
- (a)(7) Summary Advertisement as published in The Wall Street Journal on June 14, 2000.\*
- (a)(8) Joint Press Release issued by Thomson and the Company on June 5, 2000.\*
- (a)(9) Press Release issued by Thomson on June 22, 2000\*\*.
- (a)(10) Joint Press Release issued by Thomson and the Company on June 28, 2000.
- (b) None.
- (c) None.
- (d)(1) Agreement and Plan of Merger, dated as of June 5, 2000, among Thomson, Purchaser and the Company.\*
- (d)(2) Confidentiality Agreement dated April 4, 2000, between Thomson and the Company.\*
- (d)(3) Shareholders Agreement, dated June 5, 2000, among Thomson, Purchaser, Joseph E. Kasputys, Stephen H. Curran and Michael R. Kargula.\*
- (d)(4) Guarantee, dated June 5, 2000, of Thomson in favor of Joseph E. Kasputys.\*
- (d)(5) Letter Agreement, dated June 5, 2000, between Primark Corporation and Stephen H. Curran.\*
- (d)(6) Letter Agreement, dated June 5, 2000, between Primark Corporation and Michael R. Kargula.\*
- (d)(7) Letter Agreement, dated June 5, 2000, between Primark Corporation and Joseph E. Kasputys.\*
- (g) None.
- (h) None.

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\* Incorporated by reference to Thomson's Schedule T0, filed June 14, 2000.

\*\* Incorporated by reference to Thomson's Schedule T0/A, filed June 23, 2000.

Exhibit (a)(10) - Joint Press Release issued by Thomson and the Company on June 28, 2000.

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News Release

FOR THOMSON:

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Investor Contact:

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FOR PRIMARK:

- - - - -

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Media Contact:

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For Immediate Release

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THOMSON AND PRIMARK RECEIVE U.S. DEPARTMENT  
OF JUSTICE REQUEST FOR ADDITIONAL INFORMATION  
ON THOMSON'S ACQUISITION OF PRIMARK

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TORONTO, ONTARIO, and WALTHAM, MA, June 28, 2000 - The Thomson Corporation (TSE:TOC) and Primark Corporation (NYSE/PCX: PMK) announced today that Thomson and Primark have received a request for additional information and documentary material from the Antitrust Division of the Department of Justice following from the DOJ's routine review of the proposed acquisition of Primark by Thomson.

The waiting period under the Hart-Scott-Rodino Act will expire ten days after Thomson substantially complies with the DOJ's request. Thomson and Primark intend to comply substantially and promptly with the request.

The Thomson Corporation (www.thomson.com), with 1999 revenues of US\$5.8 billion, is a leading, global e-information and solutions company in the business and professional marketplace. The Corporation's common shares are listed on the Toronto and London Stock Exchanges.

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