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Form PTO-1564
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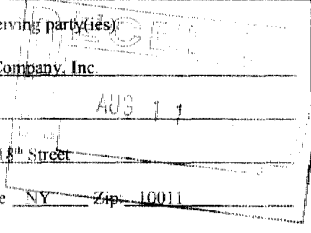
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100793878

To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 MIS Press, Inc.
 ___ Individual(s) ___ Association
 ___ General Partnership
 ___ Limited Partnership
X Corporation-State Delaware
 ___ Other _____
 Additional name(s) of conveying party(ies) attached? ___ Yes X No

2. Name and address of receiving party(ies):
 Name: Henry Holt and Company, Inc.
 Internal Address: _____
 Street Address: 115 West 18th Street
 City: New York State NY Zip 10011
 ___ Individual(s) citizenship _____
 ___ Association _____
 ___ General Partnership _____
 ___ Limited Partnership _____
X Corporation-State New York
 ___ Other _____



3. Nature of conveyance:
X Assignment
 ___ Merger
 ___ Security Agreement
 ___ Change of Name
 ___ Other _____
 Execution Date: 12/1/97

If assignee is not domiciled in the United States, a domestic representative designation is attached: ___ Yes X No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? ___ Yes X No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
 1,772,953; 1,772,952
 Additional numbers attached? ___ Yes X No

5. Name and Address of party to whom correspondence concerning document should be mailed:
 Name: **Mark B. Harrison, Esq.**
 Internal Address: **SPENCER & FRANK**
 Street Address: **1100 New York Ave, N.W.
 Suite 300 East
 Washington, D.C. 20005**

6. Total number of applications and registrations involved: 2
 7. Total fee (37 CFR 3.41) \$ 65
X Enclosed
 ___ Authorized to be charged to deposit account
 8. Deposit account number:
 19-3700
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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 02 F:482 25.00 00

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Mark B. Harrison, Esq. _____ August 11, 1998
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

TRADEMARK

TRADEMARK ASSIGNMENT

WHEREAS, MIS Press, Inc., a Delaware corporation (hereinafter referred to as "Assignor"), having its principal office and place of business located at 115 West 18th Street, New York, New York 10011, is the owner of the United States trademarks and service marks as set forth on the attached schedule, and all registrations relating thereto (the "Marks"); and

WHEREAS, Assignor has agreed to assign the Marks and the goodwill of the business attendant thereto to Henry Holt and Company, Inc., a New York corporation (hereinafter referred to as "Assignee"), whose principal office and place of business is located at 115 West 18th Street, New York, New York 10011; and

WHEREAS, Assignor and Assignee are desirous of memorializing the transfer of the Marks and the goodwill to Assignee.

NOW, THEREFORE, Assignor, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, assign, transfer, and set over unto said Assignee, Assignor's entire right, title and interest in, to and under said Marks together with the entire goodwill of the business in connection with which said Marks are used and in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present and future infringement of the rights assigned hereunder, and in and to all rights corresponding to the foregoing throughout the world.

Assignor hereby agrees to execute all papers and to perform such other proper acts as Assignee may deem reasonably necessary to secure to Assignee or to its designee, the rights hereby assigned.

WHEREFORE, Assignor has caused this Trademark Assignment to be duly executed below, on the date indicated, by its duly authorized officer, to be effective nunc pro tunc as of December 1, 1997.

Date: _____

MIS Press, Inc., a Delaware corporation
("Assignor")

By: _____

Title: _____

[Handwritten Signature]
PRESIDENT & CEO

Schedule

Trademark:	Holder:	Reg. No.	Class:
MIS: Press (supplemental reg.) Registered on 3-23-93	Management information Source, Inc.	1,760,823	Class 16: computer science, data processing, computer programming, computer software and management informations
MIS: Press Colphon Registered on 6-8-93	Management information Source, Inc.	1,775,168	Class 16: computer science, data processing, computer programming, computer software and management informations [disclaim "MIS" and "Press" apart from mark as depicted]
M&T Books	Henry Holt & Company, Inc.	Common Law	
Power Shortcuts Registered on 10-27-92	Management Information Source, Inc.	1,727,580	Class 16: series of books on computer science, data processing, computer programming, software and management information systems
Power Programming Registered on 11-10-92	Management Information Source, Inc.	1,731,066	Class 16: series of books on computer science, data processing, computer programming, software and management information systems [disclaim "programming"]
Power Of Registered on 10-27-92	Management Information Source, Inc.	1,727,579	Class 16: series of books on computer science, data processing, computer programming, software and management information systems
Power Shortcuts. . .Enhance your skills Registered on 5-25-93	Management Information Source, Inc.	1,772,953	Class 16: series of books on computer science, data processing, computer programming, software and management information systems [disclaim "enhance your skills"]
Power Programming. . . Techniques and concepts Registered on 5-25-93	Management Information Source, Inc.	1,772,954	Class 16: series of books on computer science, data processing, computer programming, software and management information systems [disclaim "the complete guide"]

Power Of. . . The complete guide Registered on 5-25-93	Management Information Source, Inc.	1,772,952	Class 16: series of books on computer science, data processing, computer programming, software and management information systems [disclaim "complete guide"]
Teach Yourself Registered on 4-20-93	Management Information Source, Inc.	1,765,827	Class 16: series of books on computer science, data processing, computer programming, software and management information systems

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RECORDED: 08/11/1998

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