

05-25-1999

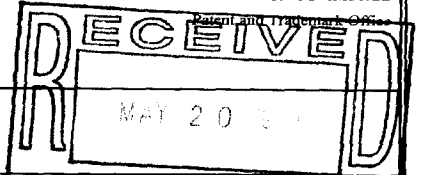
Form PTO
08/31/92



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NOTIFICATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE



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
- Corporation-State Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

MIP
5-20-99

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 _____
- Corporation-State New York
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional names(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: 12/1/97

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,790,326

Additional numbers attached? Yes No

5. Name and Address of party to whom correspondence concerning document should be mailed:

Name: **Mark B. Harrison, Esq.**
 Internal Address: **VENABLE**
 Street Address: **1100 New York Ave, N.W.
 Suite 300 East
 Washington, D.C. 20005**

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

- 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

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.
Name of Person Signing

Mark Harrison
Signature

5/20/99
Date

Total number of pages comprising cover sheet: 1

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TRADEMARK
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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: *A. Neuman*

Title: PRESIDENT & CEO

SCHEDULE

Mark

Registration No.

MISCELLANEOUS DESIGN

1,790,326