

RECORDATION OF TRADEMARK

06-28-1999

DEPARTMENT OF COMMERCE
Patent and Trademark Office



101076979

Send 2 copies or copy thereof.

Tab settings

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

Tenth Planet Explorations, Inc.
c/o Sunburst Communications, Inc.
101 Castleton St.
Pleasantville, NY 10570

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: 5/10/99

2. Name and address of receiving party(ies):

Name: Houghton Mifflin Company

Internal Address:

Street Address: 222 Berkeley Street

City: Boston State: MA ZIP: 02116

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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 name(s) & address(es) attached? Yes No

6.23.99

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

A. Trademark Application No.(s)

74/671707

B. Trademark registration No.(s)

2,226,427
2,226,452

Additional numbers attached? Yes No

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

Name: Victoria Garbe

Internal Address: Houghton Mifflin Company

Street Address: 222 Berkeley Street

City: Boston State: MA ZIP: 02116

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

06/25/1999 DNGUYEN 00000269 2226427

DO NOT USE THIS SPACE

01 FC:481 40.00 00
02 FC:482 125.00 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.

Paul D. Weaver, Sr. Vice President &
Name of Person Signing General Counsel

6/23/99

Date

Total number of pages comprising cover sheet

2

TRADEMARK

REEL: 001919 FRAME: 0734

Recordation Form Cover Sheet
TRADEMARKS ONLY

Continuation of Item 4B:

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,229,212

2,088,226

2,088,234

TRADEMARK

REEL: 001919 FRAME: 0735

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS dated May 10, 1999, by TENTH PLANET EXPLORATIONS, INC., a corporation organized pursuant to the laws of California ("Assignor") to HOUGHTON MIFFLIN COMPANY, a corporation organized pursuant to the laws of Massachusetts ("Assignee").

WHEREAS, Assignor has adopted and used, and is using the trademarks listed on the attached Schedule 1 (the "Assigned Marks"), and is the owner of the pending trademark application and trademark registrations (the "Assigned Application and Registrations") listed on the attached Schedule 1;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the trademarks listed on Schedule 1 attached hereto together with the goodwill of the business symbolized by each such mark and the right to sue for any and all causes of action that may have accrued to Assignor up to and including the date hereof in connection with any infringement of the said marks.

Assignor hereby irrevocably appoints Assignee, its successors and assigns, as true and lawful attorneys of Assignor to execute such further documents and instruments, and do such other acts and things as may be necessary or appropriate to effectuate the intentions hereof.

Assignor agrees to execute all such instruments and take all such actions as Assignee, being advised by counsel, shall reasonably request to secure to Assignee, its successors and assigns the rights herein assigned.

Assignor hereby requests the Commissioner of Patents and Trademarks of the United States of America, or any official of any jurisdiction whose duty it is to issue trademark registrations, to issue the Certificate of Registration for any registration resulting from the trademarks listed on the attached Schedule 1 to the Assignee, its successors or assigns, in accordance with the terms of this instrument.

SCHEDULE 1

Assigned Trademarks

<u>Mark</u>	<u>Registration No.</u>
TENTH PLANET	2,226,427
TENTH PLANET	2,226,452
TENTH PLANET	2,229,212
TENTH PLANET	2,088,226
TENTH PLANET	2,088,234

<u>Mark</u>	<u>Serial No.</u>
TENTH PLANET AND DESIGN	74/671707