

10-01-1999

COVER SHEET
ONLY

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To the Honorable Commission



101159512

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Sunburst Communications, Inc. *man*
 101 Castleton St.
 Pleasantville, NY 10570 *9-28-99*

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

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

2. Name and address of receiving party(ies):
 Name: Houghton Mifflin Company
 Internal Address: _____ **8**
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 5/10/99

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/583481
75/583480

B. Trademark registration No.(s)
2,233,699
1,916,161

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: **12**

7. Total fee (37 CFR 3.41):..... \$ \$315.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

10/01/1999 MTHAI1 00000115 75583481
01 FC:481 40.00 OP
02 FC:482 275.00 OP

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 & Sept. 28, 1999
Name of Person Signing General Counsel Signature Date

Total number of pages comprising cover sheet **2**

Recordation Form Cover Sheet
TRADEMARKS ONLY

Continuation of Item 4B:

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

A. Trademark Application No.(s)
75/603412

B. Trademark Registration No.(s)
2,114,832
1,914,686
1,156,613
1,992,730
1,294,008
1,476,611
2,260,766

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS dated May 10, 1999, by SUNBURST COMMUNICATIONS, INC. a corporation organized pursuant to the laws of New York ("Assignor") to HOUGHTON MIFFLIN COMPANY, a corporation organized pursuant to the laws of Massachusetts ("Assignee").

WHEREAS, Assignor is the owner of the trademarks and registrations, pending "use" applications and pending "intent-to-use" applications for registration thereof in the United States Patent and Trademark Office, which registrations and pending applications are listed on Exhibits A, B and C attached hereto and incorporated by reference herein;

WHEREAS, Assignor has intended to use the trademarks listed on Exhibit C in interstate commerce and has filed applications with the United States Patent and Trademark Office based upon its bona fide intent to use such marks in commerce, but has not yet filed a verified statement of use under 15 U.S.C. §1051(d); and

WHEREAS, Assignee is acquiring the entire business, or portion thereof, to which the trademarks listed in Exhibit C pertain.

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 said trademarks and the registrations, pending "use" applications and pending "intent-to-use" applications thereof, together with the goodwill of the business symbolized by each such trademark 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 or dilution of the said trademarks.

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 a Certificate of Registration for any registration resulting from the trademarks listed on the attached Exhibits B and C to the Assignee, its

successors and assigns, in accordance with the terms of this instrument, and to deliver to the Assignee, its attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Assignment of Trademarks.

Assignor hereby covenants that it has the full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent therewith.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed under seal as of the date first above written.

SUNBURST COMMUNICATIONS, INC.



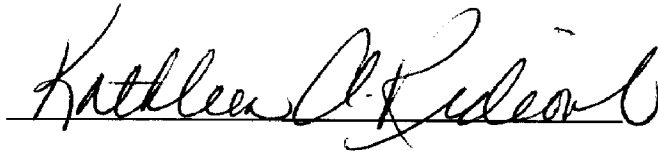
By: Conall E. Ryan
Its: President

COMMONWEALTH OF MASSACHUSETTS)

) ss:

COUNTY OF SUFFOLK)

On this 23 day of September, 1999, before me personally came Conall E. Ryan known to me to be the President of Sunburst Communications Inc. who executed the above instrument on behalf of the said corporation and acknowledged to me that the said corporation executed the same.



Notary Public

commission expires 6/28/02

EXHIBIT A

Trademark Registrations

<u>Trademark</u>	<u>Registration Number</u>
WEB WORKSHOP	2,233,699
A TO ZAP!	1,916,161
NET EXPLORATIONS	2,114,832
THE FACTORY	1,914,686
PLEASANTVILLE GRAPHICS	1,156,613
THE SUNBUDDIES	1,992,730
SUNBURST COMMUNICATIONS AND DESIGN	1,294,008
SUNBURST COMMUNICATIONS AND DESIGN	1,476,611
SUNBURST COMMUNICATIONS AND DESIGN	2,260,766

EXHIBIT B

Pending "Use" Applications

Trademark

Serial Number

SUNBUDDIES

75/583480

SUNBUDDY

75/603412

EXHIBIT C

Pending "Intent-to-Use Applications

Trademark

Serial Number

SUNBUDDIES

75/583481