FORM PTO-1594
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY
11-30-1999

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Pa[...] ▼ ached original documents or copy thereof.

1. Name of conveying party(ies):

Wings for Learning, Inc.
c/o Sunburst Technology, Inc.
101 Castleton St.
Pleasantville, NY   10570

☐ Individual(s)   ☐ Association
☐ General Partnership   ☐ Limited Partnership
☒ Corporation-State
☐ Other _____
Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

[...]dress of receiving party(ies):

Name: [...]ghton Mifflin Company

Internal Address: _____

Street Address: _222 Berkeley St._

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: _May 10, 1999_

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,031,326

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: .... | 1 |

7. Total fee (37 CFR 3.41): .... $ _40.00_

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

_____

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

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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 &   [signature]   11/18/99
Name of Person Signing   General Counsel   Signature   Date

Total number of pages comprising cover sheet: | 1 |

TRADEMARK

REEL: 001993 FRAME: 0041

ASSIGNMENT OF TRADEMARK

ASSIGNMENT OF TRADEMARK dated May 10, 1999, by WINGS FOR LEARNING, INC. a corporation organized pursuant to the laws of Delaware ("Assignor") to HOUGHTON MIFFLIN COMPANY, a corporation organized pursuant to the laws of Massachusetts ("Assignee").
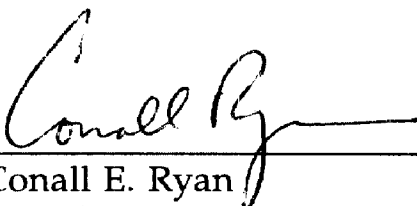
WHEREAS, Assignor is the owner of record of the trademark WINGS FOR LEARNING (the "Assigned Mark"), and is the owner of U.S. Registration Number 2,031,326 for such trademark (the "Assigned Registration") which was registered on the Principal Register of the U.S. Patent and Trademark Office on January 21, 1997.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does sell, assign, transfer and set over to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Assigned Mark and the Assigned Registration together with the goodwill of the business symbolized by 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 trademark.

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.

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

WINGS FOR LEARNING, INC.

By: _____
Conall E. Ryan
President

STATE OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK   )

On the 2nd day November, 1999 before me personally came Conall E. Ryan known to me to be the President of Wings for Learning, Inc. who executed the above instrument on behalf of the said corporation and acknowledged to me that the said corporation executed the same.

Kathleen A. Rideout
Notary Public
Commission expires 6/28/02