

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

09-04-2001

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Tab settings ⇨ ⇨ ⇨ ▼

To the Honorable Commissioner of

attached original documents or copy thereof



101832030

Address of receiving party(ies):

1. Name of conveying party(ies):

Advanced Instructional Materials, Inc.  
100 Cummings Center, #146Q  
Beverly, MA 01915

Name: Houghton Mifflin Company

Internal Address: \_\_\_\_\_

Street Address: 222 Berkeley Street

City: Boston State: MA ZIP: 02116

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

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

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

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
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: June 13, 2001

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

A. Trademark Application No.(s)

76/224,042  
76/224,255

B. Trademark registration No.(s)

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: \_\_\_\_\_

2

7. Total fee (37 CFR 3.41):..... \$ \$65.00

- 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

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 & General Counsel

Name of Person Signing

Signature

8/29/01

Date

Total number of pages comprising cover sheet

1

TRADEMARK

REEL: 002360 FRAME: 0485

## ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS dated June 13, 2001, by Advanced Instructional Materials, Inc., a Massachusetts corporation ("Assignor"), to Houghton Mifflin Company, a Massachusetts corporation ("Assignee").

WHEREAS, Assignor has adopted, used and is using the trademarks and service marks "ADVANCED INSTRUCTIONAL MATERIALS", "AIM", "AIM" and DESIGN, "AIM HIGHER" and "MORE THAN JUST TEACHING TO THE TEST" (the "Assigned Marks"), and has filed applications for registration (the "Assigned Applications") for the Assigned Marks "AIM HIGHER" (serial number 76/224,042) and "MORE THAN JUST TEACHING TO THE TEST" (serial number 76/224,255);

WHEREAS, Assignor and Great Source Education Group, Inc., a Delaware corporation and wholly-owned subsidiary of Assignee, are parties to an Asset Purchase Agreement dated as of June 13, 2001 (the "Purchase Agreement") providing, among other things, that Assignor transfer certain assets, properties, and rights, including the Assigned Marks, the Assigned Registrations and the Assigned Applications, owned by Assignor, on the terms and conditions set forth in the Purchase Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does sell, assign, transfer and set over to Assignee all of Assignor's right, title and interest in and to the Assigned Marks and the Assigned Applications, together with that part of the goodwill of the Assignor's business connected with the use of and symbolized by the Assigned 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.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed on June 13, 2001.

ADVANCED INSTRUCTIONAL MATERIALS, INC.

By: 

Name: Robert D. Shepherd

Title: President

