

09-30-2002



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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Sunburst Technology Corporation
101 Castleton Street
Pleasantville, New York 10570

- Individual(s)
- General Partnership
- Corporation-State Delaware **9-25-02**
- Other
- Association
- Limited Partnership

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

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 Massachusetts

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 18, 2002

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

SEE ATTACHED

Additional number(s) attached Yes No

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

Name: Wanda L. Williams

~~Internal Address:~~ Houghton Mifflin Company

Corporate Legal Dept.

5th Floor

Street Address: 222 Berkeley Street

City: Boston State: MA Zip: 02116

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41).....\$ 615.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Paul D. Weaver

Name of Person Signing

Signature

September 19, 2002

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/30/2002 ANNED1 00000014 1916161

01 FC:481
02 FC:482

40.00 OP
575.00 OP

TRADEMARK
REEL: 002590 FRAME: 0682

Recordation Form Cover Sheet
TRADEMARKS ONLY

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

B. Trademark Registration No.(s)

1,916,161
2,264,296
2,270,341
2,230,414
2,114,832
2,279,516
2,294,514
1,294,008
1,476,611
2,260,766
2,088,226
2,088,234
2,226,427
2,226,452
2,229,212
2,417,594
2,417,583
2,480,664
1,914,686
1,992,730
2,481,758
2,481,757
2,031,326
2,233,699

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS by HOUGHTON MIFFLIN COMPANY, a corporation organized pursuant to the laws of Massachusetts ("Assignor") to SUNBURST TECHNOLOGY CORPORATION, a corporation organized pursuant to the laws of Delaware ("Assignee").

WHEREAS, Assignor is the owner of the trademarks and registrations thereof in the United States Patent and Trademark Office, which registrations are listed on Exhibit A attached hereto and incorporated by reference herein;

WHEREAS, Assignee is desirous of acquiring all right, title and interest that Assignor may have in and to said trademarks and the registrations thereof.

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 thereof, together with the goodwill of the business symbolized by such trademarks 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 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 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 executed this instrument on the 18th day of September 2002.

HOUGHTON MIFFLIN COMPANY

By:

Paul D. Weaver
Paul D. Weaver
Senior Vice President and General Counsel

COMMONWEALTH OF MASSACHUSETTS)

) ss:

COUNTY OF SUFFOLK)

On this 18th day of September, 2002, before me personally came Paul D. Weaver known to me to be the Senior V.P. of Houghton Mifflin who executed the above instrument on behalf of the said corporation and acknowledged to me that the said corporation executed the same.

Joyce M. Laidley
Notary Public

Joyce M. Laidley
Notary Public
My Commission Expires
December 2, 2005

EXHIBIT A

REGISTERED TRADEMARKS IN UNITED STATES

<u>Mark</u>	<u>Registration No.</u>	<u>Registered</u>
A TO ZAP!	1,916,161	September 5, 1995
HMI	2,264,296	July 27, 1997
HMI & DESIGN	2,270,341	August 17, 1999
INSIDE MAGIC	2,230,414	March 9, 1999
NET EXPLORATIONS	2,114,832	November 18, 1997
SUNBUDDIES	2,279,516	September 21, 1999
SUNBUDDY	2,294,514	November 23, 1999
SUNBURST COMMUNICATIONS & DESIGN	1,294,008	September 11, 1984
SUNBURST COMMUNICATIONS & DESIGN	1,476,611	February 16, 1988
SUNBURST COMMUNICATIONS & DESIGN	2,260,766	July 13, 1999
TENTH PLANET	2,088,226	August 12, 1997
TENTH PLANET	2,088,234	August 12, 1997
TENTH PLANET	2,226,427	February 23, 1999
TENTH PLANET	2,226,452	February 23, 1999
TENTH PLANET	2,229,212	March 2, 1999
TENTH PLANET & DESIGN	2,417,594	January 2, 2001
TENTH PLANET & DESIGN	2,417,583	January 2, 2001
THE DUGOUT COLLECTION	2,480,664	August 21, 2001
THE FACTORY	1,914,686	August 29, 1995
THE SUNBUDDIES	1,992,730	August 13, 1996



HOUGHTON MIFFLIN

Wanda L. Williams
Paralegal

*Houghton Mifflin Company
222 Berkeley Street
Boston, MA 02116-3764
phone 617.351.3583
fax 617.351.1125
wanda_williams@hmco.com
www.hmco.com*

September 19, 2002

The Honorable Commissioner of
Patents and Trademarks
Washington, D.C. 20231
Attn: Box Assignments

Re: Name of Conveying Party: Sunburst Technology Corporation
Name of Receiving Party: Houghton Mifflin Company
Recordation of Transfer of Trademarks

Dear Madam/Sir:

Please find enclosed the following documents to complete the recordation of the transfer in relation to the above-named parties:

1. One copy of the Recordation Cover Sheet (along with an attached list of trademarks);
2. One original executed copy of the Assignment; and
3. Check number 0002133525 in the amount of \$615.00 for the filing fee.

Please acknowledge receipt by stamping and returning the enclosed postcard.

Should you have any questions, please feel free to contact me at the above number.

Thank you for your assistance with this matter.

Sincerely,

Wanda L. Williams

Enclosures