

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Haight Cross Communications, Inc.

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

2. Name and address of receiving party(ies)
Name: Haight Cross Operating Company
Internal _____
Address: _____

Street Address: 10 New King Street
City: White Plains State: NY Zip: 10604

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

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

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

If assigned is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

Execution Date: July 1, 2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
See Schedule A
 Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See Schedule A
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Miriam J. Rovner, Senior Legal Assistant
 Internal Address: _____

 Street Address: Goodwin Procter LLP
Exchange Place
 City: Boston State: MA Zip: 02109-2881

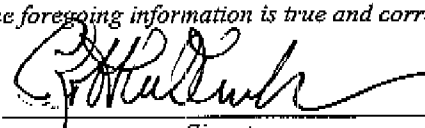
6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-1700
 (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.

Robert M. O'Connell, Jr.  July 9, 2003
 Name of Person signing Signature Date

Total number of pages include cover sheet, attachments, and document: 6

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

CH \$115.00 071700 76156130

SCHEDULE A

Owner:
Hights Cross Communications, Inc.

<u>Trademark</u>	<u>Application/ Registration No.</u>	<u>Application/ Registration Date</u>
HAIGHTS CROSS COMMUNICATIONS (AND DESIGN)	76-156,130	October 27, 2000
HAIGHTS CROSS COMMUNICATIONS	76-135,490	September 26, 2000
HAIGHTS CROSS	76-135,489	September 26, 2000
Design only	2,729,861	June 24, 2003

LIBC/1763640.1

TRADEMARK ASSIGNMENT

This Trademark Assignment is made effective this 1st day of July, 2003, by and between Haight Cross Communications, Inc. as Assignor, and its wholly-owned subsidiary Haight Cross Operating Company as Assignee.

WHEREAS, Haight Cross Communications, Inc., a corporation organized and existing under the laws of the state of Delaware, and having a principal place of business at 10 New King Street, White Plains, NY 10604 ("ASSIGNOR"), owns the entire right, title and interest in and to the trademark registrations and trademark applications set forth in the attached Schedule A (the "Properties"), and

WHEREAS, Haight Cross Operating Company, a corporation organized and existing under the laws of the state of Delaware and having its principal place of business at 10 New King Street, White Plains, New York 10604 ("ASSIGNEE"), is desirous of acquiring the entire right, title and interest in and to the Properties;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the ASSIGNOR hereby sells, assigns and transfers unto the ASSIGNEE, and its successors and assigns, the entire right, title and interest in and to the Properties, together with the good will of the business symbolized by the Properties, and any trademark registration issued by any governmental agency in connection therewith, and further including: all income, royalties, and damages now and hereafter due and/or payable to ASSIGNOR, including without limitation, damages and payments for past or future infringements and misappropriations thereof, all rights to sue for past, present and future infringements, dilutions, or misappropriations thereof, and all rights corresponding to any of the above throughout the world;

AND THE ASSIGNOR HEREBY authorizes and requests the Commissioner of the United States Patent and Trademark Office and any Official of any state, country or countries foreign to the United States, whose duty is to issue trademark registration or other evidence or forms of intellectual property protection on applications as aforesaid, to issue the same to ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

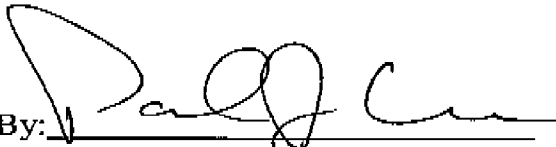
AND THE ASSIGNOR HEREBY COVENANTS and agrees that the ASSIGNOR will communicate to the ASSIGNEE, its successors, legal representatives and assigns, any facts known to the ASSIGNOR respecting the Properties, sign all lawful papers, make all rightful oaths, and generally do everything reasonably necessary to aid the ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for the Properties.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this Assignment to be duly executed as a sealed instrument by its duly authorized officer on the date set forth below.

HAIGHTS CROSS COMMUNICATIONS, INC.

By: 
Name: Paul J. Crecca
Title: Executive Vice President

HAIGHTS CROSS OPERATING COMPANY

By: 
Name: Paul J. Crecca
Title: Executive Vice President

State of New York)
County of Westchester ss.)

Then personally appeared the above-mentioned, who made oath that he was the duly authorized officer of Hights Cross, and that he executed the foregoing instrument as the free act and deed of the corporation, before me

Ann Marie Moroni
(Signature), Notary Public
My commission expires: 3-31-07

ANN MARIE MORONI
Notary Public, State of New York
No. 01MO5075209
Qualified in Westchester County
Commission Expires March 31, 2007

LIBC/1763645.1

SCHEDULE A

Owner:
Hights Cross Communications, Inc.

<u>Trademark</u>	<u>Application/ Registration No.</u>	<u>Application/ Registration Date</u>
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HAIGHTS CROSS COMMUNICATIONS	76-135,490	September 26, 2000
HAIGHTS CROSS	76-135,489	September 26, 2000
Design only	2,729,861	June 24, 2003

LBC/1763640.1

GOODWIN | PROCTER

Miriam J. Rovner
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goodwinprocter.com

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Exchange Place
Boston, MA 02109
T: 617.570.1000
F: 617.523.1231

July 9, 2003

Via Facsimile 703.306.5995

U. S. Patents and Trademark Office
Box Assignments
Washington, DC 20231

**Re: Recordation of Trademark Assignment
Haight Cross Communications, Inc. to Haight Cross Operating Company**

Dear Sir or Madam:

Enclosed please find the following documents for recordation:

1. Trademark recordation form cover sheet;
2. Trademark Assignment;
3. Deposit Account Order Form authorizing debit of \$115.00 from Deposit Account 07-1700 for payment of the filing fee.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 07-1700.

If you have any questions regarding these documents, please call me at (617) 570-1292.

Sincerely,



Miriam J. Rovner
Senior Legal Assistant

MJR:clk
Enclosures

cc: David P. Lewis, Esq.
Robert M. O'Connell, Jr., Esq.

LIBC/1767293.1
CPI 1703/218

<p>CERTIFICATE OF TRANSMISSION</p> <p>I hereby certify that this correspondence is being transmitted by facsimile to the United States Patent and Trademark Office on the dates shown below:</p> <p><u>CHRISTINA L. KELSEY</u> (Typed or Printed Name of Person Signing Certificate)</p> <p><u>Christina L. Kelsey</u> (Signature)</p> <p><u>7/9/03</u> (Date)</p>
