


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
Tab settings $\Rightarrow \Rightarrow \Rightarrow$					
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Cognitive Concepts, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>Houghton Mifflin Company</u> Internal Address: _____ Street Address: <u>222 Berkeley Street</u> City: <u>Boston</u> State: <u>MA</u> Zip: <u>02116</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Massachusetts</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>		
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>07/14/2004</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76/001117; 75/931151</u> <u>75/931142; 76/099143</u>			B. Trademark Registration No.(s) <u>2172448; 2253685;</u> <u>2581317; 2637359; 2138595; 2492191</u> Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Jeanine M. Mitchell</u> Internal Address: <u>IPRA, 5th Floor</u> Street Address: <u>222 Berkeley Street</u> City: <u>Boston</u> State: <u>MA</u> Zip: <u>02116</u>			6. Total number of applications and registrations involved: 20		
			7. Total fee (37 CFR 3.41).....\$ <u>515</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
			8. Deposit account number: <u>502517</u>		
DO NOT USE THIS SPACE					
9. Signature. <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Jeanine M. Mitchell</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>July 14, 2004</u> Date </div> </div> <div style="text-align: right; margin-top: 5px;"> 7 </div>					

CH \$515.00 502517 76001117

Total number of pages including cover sheet, attachments, and document: 7

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

Continuation of Item #4 B

2,537,250

2,530,620

2,618,796

2,800,571

2,630,459

2,613,763

2,579,757

2,428,500

2,621,891

2,613,182

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS, by Cognitive Concepts, Inc., an Illinois corporation ("Assignor"), in favor of Houghton Mifflin Company, a Massachusetts corporation ("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, the undersigned duly authorized officer of Assignor has duly executed this Trademark Assignment on Assignor's behalf, to be effective as of the 12th day of September, 2003.

COGNITIVE CONCEPTS, INC.:

By: Lois M. Novotny
Name: Lois M. Novotny
Title: Secretary

Execution Date: July 14, 2004

COMMONWEALTH OF MASSACHUSETTS)

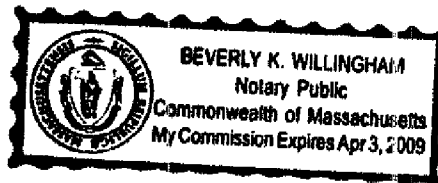
) ss:

COUNTY OF SUFFOLK)

On this 14th day of July, 2004, before me personally came Lois Novotny known to me to be the Secretary of Cognitive Concepts who executed the above instrument on behalf of the said corporation and acknowledged to me that the said corporation executed the same.

Beverly K. Willingham

Notary Public



SCHEDULE A

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Class</u>
COGNITIVE CONCEPTS, INC. & DESIGN	2,172,448	07/14/1998	009
EAROBICS	2,253,685	06/15/1999	009
EAROBICS	2,581,317	06/18/2002	016
EAROBICS	2,637,359	10/15/2002	016
EAROBICS BUILDS BETTER READERS	2,138,595	05/25/1998	009
EAROBICS BUILDS BETTER READERS	2,492,191	09/25/2001	009
EAROBICS BUILDS BETTER READERS	2,537,250	02/05/2002	016
EAROBICS BUILDS BETTER READERS	2,530,620	01/15/2002	041
EAROBICS LITERACY LAUNCH	2,618,796	09/10/2002	009, 016, 041
SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY	2,800,571	12/30/2003	041
SOUND FOUNDATIONS FOR LITERACY AND LANGUAGE	2,630,459	08/08/2002	009
SOUND FOUNDATIONS FOR LITERACY AND LANGUAGE	2,613,763	09/03/2002	009, 016, 041
SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY	2,579,757	06/11/2002	009, 016
WE BUILD BETTER READERS	2,428,500	02/13/2001	009
WE BUILD BETTER READERS	2,621,891	09/17/2002	016
WE BUILD BETTER READERS	2,613,182	08/27/2002	041

SCHEDULE B

<u>Mark</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Class</u>
GAMEGOO	76/099,143	07/28/2000	041

SCHEDULE C

<u>Mark</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Class</u>
READING STARTS HERE	76/001,117	03/15/2000	009
READING STARTS HERE	75/931,151	02/29/2000	016
READING STARTS HERE	75/931,142	02/29/2000	041