Assignment	Form PTO-1594 (Rev. 07/05) OMB Collection 0651-0027 (exp. 6/30/2008)	United States Patent and Trademark Offic	
To the Director of the U. S. Patent and Tra-Jaman's Office: Please record the attached documents or the new address(es) below. 1. Name of conveying party(les): Larson Learning, Inc. 2. Name and address of receiving party(les) Additional names, addresses, or citizenship attached?			
1. Name of conveying party(ies): Larson Learning, inc. Carbon Learning, inc. Carbon Learning, in	TRADEMARKS ONLY		
Additional names, addresses, or citizenship attached? Name: Houghton Mifflin Company Internal Address: General Partnership	To the Director of the U. S. Patent and Trademark Office: Plea	se record the attached documents or the new address(es) below.	
Additional names, addresses, or citizenship attached? No Name: Houghton Mifflin Company Internal Address: Street Address: St	1. Name of conveying party(les):		
Internal Address: Street	Larson Learning, Inc.	Additional names, addresses, or citizenship attached?	
Individual(s) Association Association General Partnership Corporation-State: Pennsylvania Citizenship (see guidelines) Additional names of conveying parties attached? Yes No State: MA Country: USA Zip: 02116 Citizenship General Partnership Citizenship Citizenship General Partnership Citizenship Corporation Citizenship Citizenship Corporation Citizenship Citizenship Corporation Citizenship Citizenship Corporation Citizenship Citizenship Citizenship Corporation Citizenship Citizenship Citizenship Citizenship Corporation Citizenship		Name: Houghton Mifflin Company	
General Partnership Limited Partnership Street Address; 222 Berkelay Street City: Boston State: Pennsylvania Citizenship (see guidelines) Country: USA Zip: 02115 Zip:	Individual(s) Association	Add	
City: Boston State: Pennsylvania City: Boston State: MA Country: USA Zip: 02115 Zi			
Other Citizenship (see guidelines) State: MA Country: USA Zip: 02116 Association Citizenship General Partnership Citizenship General Partnership Citizenship Citizenship General Partnership Citizenship Citizenship Corporation Citizenship Citizenship Corporation Citizenship Citizenship Citizenship Corporation Citizenship Citizenship Corporation Citizenship Citizenship Corporation Corporation Citizenship Corporati	✓ Corporation- State: Pennsylvania	City Boston	
Country: USA Zip: 02116 Additional names of conveying parties attached?	Other		
Additional names of conveying parties attached? Yes No 3. Nature of conveyance)/Execution Date(s): Execution Date(s) August 15, 2005 Assignment Merrier Security Agreement Change of Name Other Application number(s) or registration number(s) and Identification or description of the Trademark. A. Trademark Application No.(s) 78/436,909; 78//558,027; 76/627,927; 78/436,892; 76/615,923 B. Trademark Registration No.(s) 2,752,362; 2,719,172 Additional sheet(s) attached? Yes No. (Designations must be a separate document from assignment) Additional hames of conveyance // Person No. (Designations must be a separate document from assignment) A. Trademark Application No.(s) 78/436,909; 78//558,027; 76/627,927; 78/436,892; 76/615,923 B. Trademark Registration No.(s) 2,752,362; 2,719,172 Additional sheet(s) attached? Yes No. C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): 5. Name & address of party to whom :orrespondence concerning document should be mailed: Name: Jeanine M. Mitchell Internal Address: Houghton Mifflin Company. PRAS. 5th Floor Street Address: 222 Barkelay Street Trademark Registration or Registration Number is unknown): 6. Total number of applications and registrations involved: 6. Total number of applications and registrations involved: 6. Total number of applications and registrations involved: 6. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165.00 Authorized to be charged to deposit account Enclosed 8. Payment Information: a. Credit Card Last 4 Numbers Expiration Date b. Deposit Account Number 502517 Authorized User Name Jeaine M. Mitchell	Citizenship (see guidelines)		
Security Agreement	Additional names of conveying parties attached? Yes Von		
Limited Partnership Citizenship Corporation Citizenship Corporation Citizenship Citizenship Corporation Citizenship Citizenship Corporation Citizenship Citizenship Cother Citizenship Citizenship Cother Citizenship Citizenship Cother Co	3. Nature of conveyance \/Execution \)ate(s):		
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Gther		✓ Corporation Citizenship Massachusetts	
Other		Other Citizenship	
4. Application number(s) or registration number(s) and Identification or description of the Trademark. A. Trademark Application No.(s) 78/436,909; 78//558,027; 76/627,927; 78/436,892; 76/615,923 C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): 5. Name & address of party to whom porrespondence concerning document should be mailed: Name: Jeanine M. Mitchell Internal Address: Houghton Mifflin Company. IPBA-5th Floor Street Address: 222 Barkelay Street City: Roson State: MA Zip: 02 16 Phone Number: (617) 351-5248 Fax Number: (617) 351-1125 Email Address: Paganine mitchell@hmco.com Authorized User Name Joaine M. Mitchell b. Deposit Account Number _ 502517 Authorized User Name Joaine M. Mitchell		representative designation is attached:	
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Email Address: Pennine_mitchell@hmco.com	Phone Number: (617) 351-5248		
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a Signatura: \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	Email Address: jeanine_mitchell@hmco.com	Authorized User Name <u>Jeaine M. Mitchell</u>	
August 19, 2005	9. Signature: AMM III + HILL		
Signature Date			
Jeanine M. Mitchell Total number of pages including cover sheet, attachments, and document: 4	l, """"""""""""""""""""""""""""""""""""	Total number of pages including cover sheet, attachments, and document:	

Documents to be recorded including cover sheet) should be faxed to (571) 273-8140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK REEL: 003176 FRAME: 0867

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is dated August 15, 2005 and is effective as of July 1, 2005, by LARSON LEARNING, INC., a corporation organized pursuant to the laws of Pennsylvania ("Assignor"), to HOUGHTON MIFFLIN COMPANY, a corporation organized pursuant to the laws of Massachusetts ("Assignee").

WHEREAS, Assigner and Assignee are parties to an Agreement of Purchase and Sale of Assets, dated August 15, 2005 and effective as of July 1, 2005 (the "Purchase Agreement"), providing, among other things, that Assignor transfer to Assignee certain assets, properties and rights owned by Assignor, on the terms and conditions set forth in the Purchase Agreement; and

WHEREAS, Assigner has adopted and used, and is using the trademarks listed on the attached Schedule 1, and is the owner of the trademarks and trademark registrations listed on the attached Schedule 1;

NOW, THEREFORE, for the sum of Ten Dollars (\$10.00) and other 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 (i) the trademarks listed in part (a) of Schedule 1 hereto and the registrations therefor, in the United States Patent and Trademark Office; and (ii) the trademarks listed in part (b) of Schedule 1 attached hereto and, if applicable, the applications therefor pending in the United States Patent and Trademark Office; in each case together with the goodwill of the business symbolized by each such mark 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 of the said marks.

Assignor agrees to execute such further documents and 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 the Certificate of Registration for any registration resulting from the trademarks listed on the attached Schedule 1 to the Assignee, its successors or assigns, in accordance with the terms of this instrument.

TRADEMARK
REEL: 003176 FRAME: 0868

Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

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

LARSON LEARNING, INC.

Name: R. Scott O/Neil

Title: President and Chief Executive Officer

COMMONWEALTH OF PENNSYLVANIA)

.ss
COUNTY OF ERIE)

On the 12 day of August, 2005, before me personally came R. Scott O'Neil, known to me to be the President and Chief Executive Officer of Larson Learning, Inc., who executed the above instrument on behalf of the said corporation and acknowledged to me that the said corporation executed the same.

NOTARIAL SEAL LINDA S. DIDION, NOTARY PUBLIC ERIE, ERIE COUNTY PENNSYL!/ANIA MY COMMISSION EXPIRES AUGUST 26, 2006

Notary Public

Schedule 1

(a) Registered Trademarks

Mark	Trademark Registration No.
MATH TREATS	2,752,362
GEOMETREATS	2,719,172

(b) Common Law Trademarks

RECORDED: 08/19/2005

	Trademark Application No. (if
Mark	applied for)
CONCENTRATE ON!	78/436,909
IN STEP WITH THE STANDARDS	78/558,027
MAP	76/627,927
WRITE IT!	78/436,892
LARSON LEARNING	76/615,923

TRADEMARK REEL: 003176 FRAME: 0870