

07-05-2006



103252085

6/25/06

(C)

Form PTO-1594 (Rev. 03/01) OMB No. 0851-0027 (exp. 5/31/2002) Tab settings $\Rightarrow \Rightarrow \Rightarrow$		REGISTRATION FORM COVER SHEET TRADEMARKS ONLY		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): <u>Achievement Technologies, Inc.</u> <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: _____ Address: _____ <u>222 Berkeley Street</u> Street Address: _____ 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)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>as is</u> Execution Date: <u>May 31, 2006</u>			4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) _____ and <u>1,702,915</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Rebecca Adorno</u> Internal Address: _____ <u>Houghton Mifflin Company</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: <u>1</u> 7. Total fee (37 CFR 3.41): \$ <u>90.00</u> <input type="checkbox"/> Enclosed <u>CHARGE #40</u> <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
			8. Deposit account number: <u>DA 502517</u>		
DO NOT USE THIS SPACE					
9. Signature. <u>Rebecca Adorno</u> <i>Rebecca Adorno</i> <u>June 15, 2006</u> Name of Person Signing Signature Date					

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

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

DO NOT MICROFILM THIS SHEET

(40) DOCUMENT PREVIOUSLY RECORDED ON
REEL 003~~3~~25 FRAME 0836
CONTAINED AN ERROR

IN REGISTRATION NUMBER 1702195

DOCUMENT RE-RECORDED TO CORRECT ERROR
ON STATED REEL.

06/09/2006
700269598

Form FTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\Rightarrow \Leftarrow \Rightarrow$		REGISTRATION FORM COVER SHEET TRADEMARKS ONLY		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): <u>Achievement Technologies, Inc.</u> <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 _____			2. Name and address of receiving party(ies) Name: <u>Houghton Mifflin Company</u> Internal Address: _____ 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>		
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			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>May 31, 2006</u>		
4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2,672,669</u> <u>2,652,381 and 1,702,195</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Rebecca Adorno</u> Internal Address: _____ <u>Houghton Mifflin Company</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: <u>3</u> 7. Total fee (37 CFR 3.41).....\$ <u>90.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
8. Deposit account number: <u>DA 502517</u>					
DO NOT USE THIS SPACE					
9. Signature. <u>Rebecca Adorno</u> <i>Rebecca Adorno</i> <u>June 9, 2006</u> Name of Person Signing Signature Date					
<small>Total number of pages including cover sheet, attachments, and document: <input type="checkbox"/></small> <small>Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademark, Box Assignments Washington, D.C. 20231</small>					

CH \$90.00 502517 2672669

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS effective May 31, 2006 by **ACHIEVEMENT TECHNOLOGIES, INC.**, a corporation organized pursuant to the laws of Delaware ("Assignor") to **HOUGHTON MIFFLIN COMPANY**, a corporation organized pursuant to the laws of Massachusetts ("Assignee").

WHEREAS, Assignor is the owner of the trademarks **SKILLSTUTOR**, **LEARNING MILESTONES**, and **THE COMPUTER LEARNING WORKS** and the registrations thereof in the United States Patent and Trademark Office, which registrations are listed on Schedule A.

WHEREAS, Assignee has acquired the entire business, or portion thereof, to which the trademark pertains.

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 registration 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 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 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 caused this instrument to be executed under seal as of the date first above written.

HOUGHTON MIFFLIN COMPANY

Date: June 9, 2006

By: 
Paul D. Weaver
Vice President and General Counsel

SCHEDULE A

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Class</u>
SKILLSTUTOR	2,672,669	January 3, 2003	041
LEARNING MILESTONES	2,652,381	March 21, 2000	041
THE COMPUTER LEARNING WORKS	1,702,915	July 28, 1992	009

COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF SUFFOLK)

.ss

On the 9 day of June, 2006, before me personally came Paul D. Weaver, known to me to be the Vice President and General Counsel of Houghton Mifflin Company, who executed the above instrument on behalf of the said corporation and acknowledged to me that the said corporation executed the same.

Kathleen A. Reddy
Notary Public

