

12-16-1998



COVER SHEET
S ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings → → → ▼

To the Honorable Commi

100921814

record the attached original documents or copy thereof

1. Name of conveying party(ies):

Wintergreen Orchard House, Inc.
c/o Riverside Publishing Company
425 Spring Lake Drive
Itasca, IL 60143-2079

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

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

3. Nature of conveyance:

MRD 12-11-98

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 31, 1997

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
- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

- 2,173,174
- 2,178,644
- 2,176,953
- 2,173,180

Additional numbers attached? Yes No

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

Name: Victoria Garbe

Internal Address:

Houghton Mifflin Company

Street Address: 222 Berkeley Street

City: Boston State: MA ZIP: 02116

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:

115E

(Attach duplicate copy of this page if paying by deposit account)

12/16/1998 BMSUYEN 00000278 2173174

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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.

Paul D. Weaver, Sr. Vice President
and General Counsel

Name of Person Signing

Signature

12/10/98

Date

Total number of pages composing cover sheet

8

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WINTERGREEN/ORCHARD HOUSE, INC.", A LOUISIANA CORPORATION, WITH AND INTO "THE RIVERSIDE PUBLISHING COMPANY" UNDER THE NAME OF "THE RIVERSIDE PUBLISHING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
Edward J. Freel, Secretary of State

0871077 8100M

AUTHENTICATION

8837216

971448701

DATE

12-29-97

TRADEMARK

REEL: 1826 FRAME: 0836

CERTIFICATE OF OWNERSHIP AND MERGER
OF
WINTERGREEN/ORCHARD HOUSE, INC.,
A LOUISIANA CORPORATION
INTO
THE RIVERSIDE PUBLISHING COMPANY,
A DELAWARE CORPORATION

Pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 112G(1)(b) of the Louisiana Business Corporation Law, The Riverside Publishing Company, a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

	<u>Name</u>	<u>State of incorporation</u>
1.	The Riverside Publishing Company	Delaware
2.	Wintergreen/Orchard House, Inc.	Louisiana

SECOND: That Wintergreen/Orchard House, Inc. is a wholly-owned subsidiary of The Riverside Publishing Company.

THIRD: That the Board of Directors of The Riverside Publishing Company, in compliance with the requirements of Section 253 of the General Corporation Law of Delaware and Section 112G(1)(b) of the Louisiana Business Corporation Law, has adopted by a unanimous written consent in lieu of a meeting, dated December 19, 1997, the following resolutions, which remain in full force and effect as of the date hereof:

VOTED: That, having determined it is in the best interest of the Corporation to do so, the Corporation's wholly-owned subsidiary Wintergreen/Orchard House, Inc. be merged with and into the Corporation, effective on December 31, 1997.

VOTED: That the officers of the Corporation are authorized to prepare and file with the Secretary of State of the State of Delaware and the Secretary of State of the State of Louisiana such Certificates of Ownership and Merger as may be necessary to effect such merger.

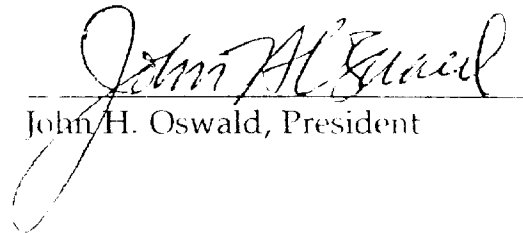
VOTED: That the officers of the Corporation be, and they hereby are, and each of them acting singly hereby is, authorized

for and on behalf of the Corporation and in its name, to execute, acknowledge, and deliver, under seal if required, such Certificates of Ownership and Merger, all other agreements, instruments and documents, and to take all such other actions, as the officer or officers so acting shall deem necessary or desirable to give effect to the foregoing resolutions, the execution, acknowledgment or delivery of any such agreement, instrument or document, or the taking of any such action, by any such officer to constitute conclusive evidence of its being authorized hereby.

FOURTH: That the surviving corporation shall be The Riverside Publishing Company.

FIFTH: That this Certificate of Ownership and Merger shall be effective December 31, 1997, after being filed with both the Secretary of State of the State of Delaware and the Secretary of State of the State of Louisiana.

IN WITNESS WHEREOF, The Riverside Publishing Company, a Delaware corporation, has caused this Certificate to be signed by its President and attested by its Secretary this 19th day of December, 1997.



John H. Oswald, President

Attested:


Lois M. Novotny, Secretary

STATE OF ILLINOIS

)

) .SS

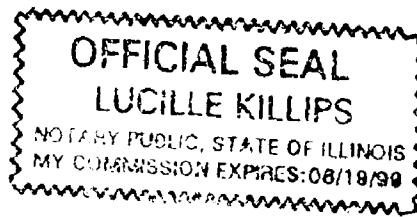
COUNTY OF DUPAGE

)

On the 19th day of December, 1997, before me personally came John Oswald, to me known, who being by me duly sworn, did depose and say that he is the duly authorized President of The Riverside Publishing Company, the corporation described in the foregoing instrument, and acknowledged that he was authorized to execute and executed said instrument pursuant to the authority granted by the Board of Directors of said corporation.

Lucille Killips

Notary Public

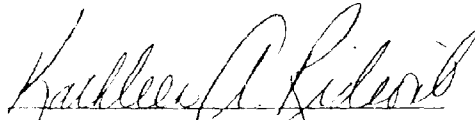


COMMONWEALTH OF MASSACHUSETTS)

) .SS

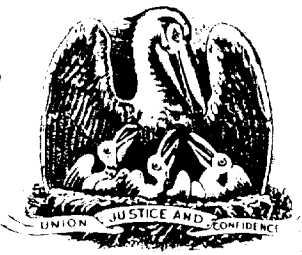
COUNTY OF SUFFOLK)

On the 19th day of December, before me personally came Lois Novotny, to me known, who being by me duly sworn, did depose and say that she is the duly authorized Secretary of The Riverside Publishing Company, the corporation described in the foregoing instrument, and acknowledged that she was authorized to execute and executed said instrument pursuant to the authority granted by the Board of Directors of said corporation.


Kathleen A. Lideort
Notary Public

my commission expires 6/28/02

UNITED STATES OF AMERICA
State of Louisiana



Fox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on

DEC 29 1997

Fox McKeithen

Secretary of State



UNITED STATES OF AMERICA
State of Louisiana

Box McKeithen

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

a copy of a Merger document whereby WINTERGREEN/ORCHARD HOUSE, INC., organized under the laws of LOUISIANA, is merged into

THE RIVERSIDE PUBLISHING COMPANY

Organized under the laws of DELAWARE,

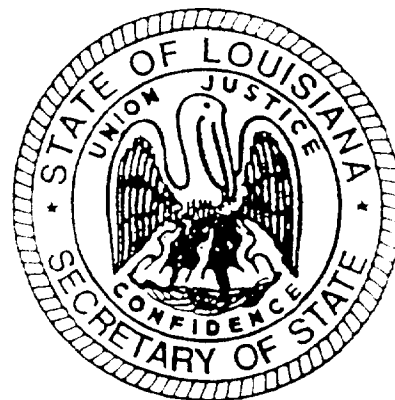
was filed and recorded in this Office on December 29, 1997, with an effective date of December 31, 1997.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on.

December 29, 1997

Box McKeithen

MPE 34569921F 34603675
Secretary of State



TRADEMARK