

05-24-1999

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Patent & Trademark Office



101043916

Documents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

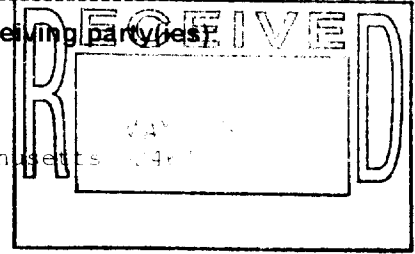
Harcourt Brace & Company

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

5-18-99

2. Name and address of receiving party(ies):

Harcourt, Inc.
27 Boylston Street
Chestnut Hill, Massachusetts 02467



- Individual(s) citizenship U.S.
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: February 11, 1999

If assignee is not domiciled in the United States, a domestic representative designated is attached Yes No

(Designations must be a separate document Assignment)
Additional name(s) & Address(es) attached Yes No

4. Application or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
See attached list

Additional numbers attached? Yes No

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

Name: Ava K. Doppelt, Esquire
Internal Address: Allen, Dyer, Doppelt, Milbrath & Gilchrist, P.A.

Street Address: 255 South Orange Avenue Suite 1401

City: Orlando St: FL Zip: 32801

6. Total number of applications and registrations involved:.....1187

7. Total fee (37CFR 3.41)..... \$3765.00
 Enclosed (receipt for payment)
 Authorized to be charged to deposit account

8. Deposit account number:

Attach application fee and fee for publication to the deposit account

DO NOT USE THIS SPACE

05/21/1999 MTHAI1 00000254 1135614

3765E

02 FC:482
02 FC:482
Statement and signature 40.00 DP
3765.00 DP

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.

Ava K. Doppelt, Esquire

May 18, 1999
Date

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

Name Change form Harcourt Brace & Company to Harcourt, Inc

Reg. No.	Mark
1,135,614	BIO XL PLUS+
1,139,924	HBJ Design in a Rectangle
1,164,609	A HARVEST/HBJ BOOK Stylized
1,169,644	DIRECTED TESTING
1,180,100	WALKTHRU PROBLEM
1,182,037	JOHNSON REPRINT CORPORATION and JR Logo
1,184,157	BAR/BRI
1,196,196	ACADEMIC PRESS and AP Logo
1,201,824	TEXTTAPES Stylized
1,217,559	Crown Design
1,247,408	LABCASSETTE Stylized
1,247,440	BAR and Design
1,256,840	GUIA DE PCGA
1,260,498	GAAS GUIDE
1,262,985	G & S and Design
1,263,850	HBJ in Oval Design
1,276,923	HBJ in Oval Design
1,293,951	CLASS Stylized
1,393,832	Brown-ROA Tree Design
1,402,531	LEARNED & TESTED

Name Change form Harcourt Brace & Company to Harcourt, Inc.

Reg. No.	Mark
1,429,047	THE BIOFILE
1,542,490	GAAP GUIDE
1,554,642	BAR/BRI
1,559,778	BAR/BRI DIGEST
1,563,843	BAR/BRI DIGEST
1,618,719	DEVELOPMENTAL BIOLOGY
1,624,818	PEDIATRIC NEWS
1,658,211	LEGALINES
1,661,492	MR. FIG
1,661,717	I-SPEAK YOUR LANGUAGE
1,677,113	CONVISER DUFFY
1,690,129	CLASS Stylized
1,690,161	CLINICAL PSYCHIATRY NEWS
1,692,959	MATHEMATICS PLUS
1,700,910	BARPASSERS
1,708,134	SCIENCEPLUS
1,718,032	SKIN & ALLERGY NEWS
1,718,098	GULLIVER BOOKS
1,720,031	BIG CHANTS
1,721,908	BIG CHANTS

Name Change form Harcourt Brace & Company to Harcourt, Inc

Reg. No.	Mark
1,725,641	M.C. Lion and Book Design
1,741,241	FAMILY PRACTICE NEWS
1,743,993	M.C. LION
1,744,474	BUILD-A-KIT
1,744,519	TEACHERS RESOURCEBANK
1,747,051	JOURNAL OF COMPUTATIONAL PHYSICS
1,750,101	Bright Start Sun Design
1,752,478	HBJ BIG BOOKS in Distinctive Type and Design
1,755,519	M.C. Lion Design
1,757,639	GULLIVER GREEN
1,761,275	BEST OF BAD
1,768,140	HBJ TREASURY OF LITERATURE
1,769,284	HBJ TREASURY OF LITERATURE
1,778,312	SCIENCEPLUS
1,778,520	INTERACTIVE TEACHING PAC
1,783,431	HARVEST IN TRANSLATION
1,794,898	GAAS GUIDE
1,797,567	READ ALONG and Design
1,799,291	BRIGHT START
1,811,532	BROWNDDEER PRESS

Name Change form Harcourt Brace & Company to Harcourt, Inc

Reg. No.	Mark
1,813,636	HBJ STRATEGIES FOR SCHOOL SUCCESS
1,816,813	OB.GYN.NEWS
1,822,534	LECTUREACTIVE
1,829,380	THE HARCOURT PRESS
1,830,327	THE HARCOURT PRESS & Logo of Book with Turning Pages
1,839,309	ESTRELLAS DE LA LITERATURA
1,839,416	ESTRELLAS DE LA LITERATURA
1,842,114	ARCHIPELAGO PRODUCTIONS
1,851,090	Browndeer Press Deer Logo
1,864,266	HARCOURT BRACE & Quill Design
1,875,844	HARCOURT BRACE & Quill Design
1,877,577	MODERN BIOLOGY
1,881,650	HARCOURT BRACE & Quill Design
1,882,193	HARCOURT BRACE BIG BOOKS
1,882,194	HARCOURT BRACE BIG BOOKS and Design
1,884,869	TREASURES TO SHARE
1,887,156	W. B. Saunders Sunburst Design
1,892,133	KOMM MIT!
1,894,104	TREASURY OF LITERATURE
1,894,201	TREASURY OF LITERATURE

Name Change form Harcourt Brace & Company to Harcourt, Inc.

Reg. No.	Mark
1,898,307	HARCOURT BRACE & Quill Design
1,901,641	TREASURY OF LITERATURE
1,905,459	W. B. Saunders Sunburst Design
1,905,624	WORKMAT
1,907,879	HARCOURT BRACE & Quill Design
1,908,415	VOYAGER BOOKS and Design
1,914,331	PROBLEM-SOLVING THINK ALONG
1,914,332	ANYTIME IS MATH TIME
1,916,234	MODERN BIOLOGY
1,916,316	BIOLOGY TODAY
1,916,397	LIBROS VIAJERO and Design
1,917,261	A GREENPATCH BOOK
1,917,740	KOMM MIT! (Come With Me)
1,920,884	THE GREENPATCH GANG
1,921,998	BIOLOGY TODAY
1,922,761	HARCOURT BRACE
1,925,262	GRAPH BUILDER
1,925,434	GRAPH BUILDER
1,929,261	DP Logo (Dryden Press)
1,929,263	DRYDEN

Name Change form Harcourt Brace & Company to Harcourt, Inc

Reg. No.	Mark
1,929,275	THE DRYDEN PRESS
1,932,675	Pat the Professional Design for Academic Press
1,935,778	GREENPATCH KIDS
1,936,086	SCIENCE ANYTIME
1,936,086	SCIENCE ANYTIME
1,937,879	DRYDEN
1,939,327	SAUNDERS COLLEGE PUBLISHING
1,942,101	THE DRYDEN PRESS
1,942,122	Pat the Professional Design
1,943,779	HRW MULTIMEDIA CURRICULUM SYSTEMS and Design
1,944,730	!VEN CONMIGO!
1,948,433	HRW MULTIMEDIA CURRICULUM SYSTEMS and Design
1,958,228	ACADEMIC PRESS PROFESSIONAL
1,958,361	COMPUTER LINKS
1,959,089	Red Wagon Books Design of Wagon and Sun
1,964,571	RED WAGON BOOKS
1,967,688	DP Logo (Dryden Press)
1,967,716	SAUNDERS COLLEGE PUBLISHING
1,968,922	SPARK THE WONDER!
1,971,263	INTERNAL MEDICINE NEWS

Name Change form Harcourt Brace & Company to Harcourt, Inc.

Reg. No.	Mark
1,971,829	ALLEZ, VIENS!
1,974,217	ALLEZ, VIENS!
1,977,166	SCIENCE ANYTIME
1,977,167	ANYTIME MATH
1,977,168	ANYTIME MATH
1,977,169	ANYTIME MATH
1,978,429	HARBRACE
1,978,435	HARBRACE
1,978,458	USE WHAT YOU KNOW
1,979,764	TAKE ANOTHER LOOK
1,979,765	STRETCH YOUR THINKING
1,981,753	PATTERN MAKER
1,984,784	PATTERN MAKER
1,986,122	!VEN CONMIGO!
1,994,401	MATHEMATICS PLUS
1,996,112	HRW
2,005,496	COMPUTER LINKS
2,007,396	MATHEMATICS PLUS
2,008,960	HRW
2,019,171	CIENCIAS Y MAS

Name Change form Harcourt Brace & Company to Harcourt, Inc

Reg. No.	Mark
2,021,169	STUDYSMART
2,034,481	A-BOOK
2,037,927	CIELO ABIERTO
2,056,152	STORIES IN TIME
2,064,019	CIELO ABIERTO
2,074,125	EXACT
2,079,510	EXACT
2,086,123	ON MY OWN
2,086,328	MAGIC CARPET BOOKS and Design
2,091,859	STORIES IN TIME
2,092,985	Instant Readers Dog Design
2,095,020	MAGIC CARPET BOOKS
2,096,074	APPEAL
2,097,933	EXACT
2,098,351	IDEAL
2,105,249	Instant Readers Dog Design
2,126,437	RELATOS DE LA HISTORIA
2,131,889	INSTANT READERS
2,131,892	INSTANT READERS
2,131,917	INSTANT READERS and Dog Design

Name Change form Harcourt Brace & Company to Harcourt, Inc.

Reg. No.	Mark
2,131,920	INSTANT READERS and Dog Design
2,133,209	SILVER WHISTLE
2,137,036	BIOLOGY A2Z
2,140,207	Geo Georgie Turtle Design
2,141,578	RED WAGON PRESCHOOL
2,152,220	ART EXPRESS
2,159,672	MATH ADVANTAGE
2,161,548	APRENDA
2,162,808	MATH ADVANTAGE
2,180,373	IDEAL and Design
2,180,681	BIOSOURCES
2,180,682	BIOSOURCES
2,186,512	WALKING BY FAITH
2,191,545	E-LAB
2,195,064	E-LAB
2,210,555	PASSMASTER
2,226,053	GILBERT
2,232,325	Churchill Livingstone Sailboat Design
2,232,846	E-LAB
2,235,455	IMAGE DIRECTORY

Name Change form Harcourt Brace & Company to Harcourt, Inc

Reg. No.	Mark
2,241,120	ART EXPRESS
861,393	HARVEST
861,720	HARBINGER
901,014	BRI
920,168	CLASSROOM LABORATORY Stylized
948,568	AVT
959,871	Media Systems Arrow Design in a Triangle

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

Harcourt Brace & Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous written consent filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED: That the Certificate of Incorporation of the Corporation be amended by changing Article 1. thereof so that, as amended, said Article shall be and read as follows:

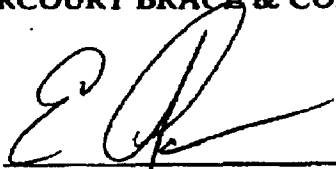
- 1. The name of the corporation is **HARCOURT, INC.**

SECOND: That the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Harcourt Brace & Company has caused this certificate to be signed by Eric P. Geller, its Vice President, this 11th day of February, 1999.

HARCOURT BRACE & COMPANY

By: 
Eric P. Geller, Vice President