

03-10-2003



To the Honorable Commissioner of Patents and

102384756

all documents or copy thereof.

1. Name of conveying party(ies):

STECK-VAUGHN COMPANY

2-20-03

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State **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: **JANUARY 6, 2003**

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

Name: **HARCOURT SUPPLEMENTAL PUBLISHERS INC.**

Internal Address:

Street Address: **3520 EXECUTIVE CENTER DRIVE SUITE 300, TRAVIS BUILDING**

City: **AUSTIN** State: **TX** Zip: **78731**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **DELAWARE**
- 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) and address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE "A"

Additional numbers attached? Yes No

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

Name: **RENEE SIMONTON**

Internal Address: **REED ELSEVIER INTELLECTUAL
PROPERTY MANAGEMENT SERVICES, INC.**

Street Address: **1105 N. MARKET STREET, SUITE 912**

City: **WILMINGTON** State: **DE** Zip: **19801**

6. Total number of applications and registrations involved: **15**

7. Total fee (37 CFR 3.41)..... **\$ 390.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502034 (HARCOURT INC.)

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

03/07/2003 TDIAZ1 00000118 502034 2278206

01 FC:8521 40.00 CH

02 FC:8522 350.00 CH

DO NOT USE THIS SPACE

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.

RENEE SIMONTON

Name of Person Signing

Renee Simonton

Signature

January 28, 2003

Date

Total number of pages comprising cover sheet: **3**

SCHEDULE "A"

U.S. Trademark Registrations:

- ENGLISH ASAP
2,278,206
- EVERYONE EATS
2,184,810
- FILMSTIK
1,063,766
- FOCUS ON SCIENCE
2,279,509
- GED 2001
2,181,078
- INVESTIGATION STATIONS
2,389,335
- LEARNING 100
2,027,056
- LISTEN AND READ
805,209
- MAGNETIC WAY
1,953,125
- MANY PLACES, FRIENDLY FACES
2,220,875
- PAIR-IT BOOKS
2,155,408
- PAIR-IT BOOKS
2,423,479
- PHONICS BUILD-A-WORD BOOKS
2,612,602
- PHONICS BUILD-A-WORD BOOKS
2,604,729
- PHONICS BUILD-A-WORD BOOKS & DESIGN
2,612,374



REED ELSEVIER

Reed Elsevier Intellectual Property Management Services

February 14, 2003

United States Patent & Trademark Office
2900 Crystal Drive
Arlington, VA 22202-3513

RE: ASSIGNMENT

Steck-Vaughn Company/
Harcourt Supplemental Publishers Inc.
2278206, 2184810, 1063766, 2279509, 2181078
2389335, 2027056, 0805209, 1953125, 2220875
2155408, 2423479, 2612602, 2604729, 2612374
Charge: Harcourt Inc. 502034
\$390

Gentlemen:

Attached please find a trademark assignment. Please charge Harcourt Inc. 502034. Please acknowledge receipt of the enclosed by stamping and return BOTH cards to the undersigned.

Thank you and best regards

Renee Simonton

NEW FILING CORRESPONDENT

Renee Simonton

Reed Elsevier Intellectual Property Management Services Inc.

1105 North Market Street

Wilmington, DE 19801

302-429-6951

Cc: Charles Fontaine

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "STECK-VAUGHN COMPANY", CHANGING ITS NAME FROM "STECK-VAUGHN COMPANY" TO "HARCOURT SUPPLEMENTAL PUBLISHERS INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 2003, AT 2 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2078639 8100

030070139

AUTHENTICATION: 2242870

DATE: 02-05-03

TRADEMARK

REEL: 002685 FRAME: 0875

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
STECK-VAUGHN COMPANY**

STECK-VAUGHN 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 the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended, so that Article 1 thereof shall read, in its entirety:

“1. The name of the corporation is **Harcourt Supplemental Publishers 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 Steck-Vaughn Company has caused this Certificate to be executed by Henry Z. Horbaczewski, its Vice President, this 6th day of January, 2003.

STECK-VAUGHN COMPANY

By: s/Henry Z. Horbaczewski
Henry Z. Horbaczewski, Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 01/07/2003
030010304 - 2078639

RECORDED: 02/20/2003

**TRADEMARK
REEL: 002685 FRAME: 0876**