

03-11-2003

FORM PTO-1594
1-31-92

RECORDS
TR



U.S. DEPT. OF COMMERCE
PATENT AND TRADEMARK OFFICE

102386604

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies): **2-25-03**
STECK-VAUGHN COMPANY

Individual(s) Association

General Partnership Limited Partnership

Corporation-State **DELAWARE**

Other

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

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

Name: **HARCOURT SUPPLEMENTAL PUBLISHERS INC.**

Internal Address:

Street Address: **10808 N. MOPAC EXPRESSWAY BUILDING 3**

City: **AUSTIN** State: **TX** Zip: **78759**

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other:

Execution Date: **JANUARY 6, 2003**

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE "A"

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)

03/10/2003 BT0N11 00000115 502034 2607321

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 *Renee Simonton* **January 28, 2003**

Name of Person Signing Signature Date

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

SCHEDULE "A"

U.S. Trademark Registrations:

- **PHONICS BUILD-A-WORD BOOKS & DESIGN**
2,607,321
- **PHONICSMART**
2,111,404
- **PHONIFORMS**
1,750,772
- **PRE-GED 2001**
2,181,079
- **PUBLISH-A-BOOK**
2,034,615
- **RAINTREE**
1,252,871
- **READINGLINKS**
1,713,578
- **READINGLINKS THE PHONICS-LITERATURE CONNECTION & DESIGN**
1,713,616
- **STEADWELL BOOKS**
2,672,459
- **STECK-VAUGHN COMPANY & DESIGN**
1,739,812
- **STECK-VAUGHN MAGNETIC WAY & DESIGN**
1,946,932
- **STECK-VAUGHN PHONICS READERS PLUS & DESIGN**
2,299,950
- **STECK-VAUGHN SPELLING LINKING WORDS TO MEANING**
2,637,126
- **STECK-VAUGHN SPELLING LINKING WORDS TO MEANING & DESIGN**
2,644,358
- **TEST BEST**
1,972,667

**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

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

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AUTHENTICATION: 2242870

DATE: 02-05-03

TRADEMARK

RECORDED: 02/25/2003

REEL: 002687 FRAME: 0112