

03-11-2003



To the Honorable Commissioner of Patents and Trademark

or copy thereof.

102386941

1. Name of conveying party(ies):

2.75.03

STECK-VAUGHN COMPANY

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

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

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: **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

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

2272713

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)

03/19/2003 6TON11 00000114 502034 2272713

DO NOT USE THIS SPACE

01 FC:8521 40.00 CH
02 FC:8522 350.00 CH

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:

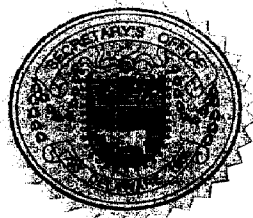
- **AMES ADULT MEASURE OF ESSENTIAL SKILLS**
2,272,713
- **AUD-X**
791,801
- **BUILDING STRATEGIES**
2,157,157
- **CONTROLLED READER <STYLIZED>**
732,715
- **CROSSINGS**
2,017,041
- **DESIGN ONLY <PAIR IT BOOKS>**
2,419,335
- **DESIGN ONLY <PAIR IT BOOKS>**
2,421,542
- **DESIGN ONLY <STECK-VAUGHN BOOK>**
1,745,771
- **EARTH: FORCES AND FORMATIONS**
2,235,013
- **EDL**
2,077,060
- **EDL**
753,711
- **EDL READING POWER MODULE**
1,140,744
- **EN PAREJAS**
2,423,480
- **EN PAREJAS**
2,482,212
- **ENGLISH ASAP**
2,279,508

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

AUTHENTICATION: 2242870

030070139

DATE: 02-05-03

TRADEMARK
REEL: 002687 FRAME: 0722

**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: 02/25/2003

**TRADEMARK
REEL: 002687 FRAME: 0723**