

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Harcourt Supplemental Publishers Inc.		01/02/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Harcourt Achieve Inc.
Street Address:	10801 N. Mopac Expressway
Internal Address:	#200
City:	Austin
State/Country:	TEXAS
Postal Code:	78759
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Serial Number:	76546760	ON OUR WAY TO ENGLISH
Serial Number:	76546759	ON OUR WAY TO ENGLISH
Serial Number:	78328771	START SMART
Serial Number:	76520622	THINK-ALONGS
Serial Number:	76516036	THINK-ALONGS

CORRESPONDENCE DATA	
Fax Number:	(302)429-7608
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	trademarks@reilaw.com
Correspondent Name:	Reed Elsevier Intellectual Property
Address Line 1:	1105 North Market Street
Address Line 4:	Wilmington, DELAWARE 19801

NAME OF SUBMITTER:	Renee Simonton
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CH \$140.00 76546760

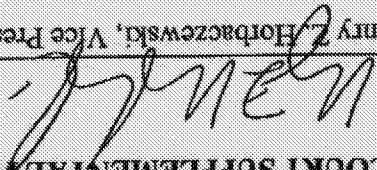
Total Attachments: 2

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Henry Z. Horbaczewski, Vice President

By:



HARCOURT SUPPLEMENTAL PUBLISHERS INC.

IN WITNESS WHEREOF, said Harcourt Supplemental Publishers Inc. has caused this Certificate of Amendment to be executed by Henry Z. Horbaczewski, its Vice President, this 2nd day of January, 2004.

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

SECOND: That the shareholders have given written consent to said amendments in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

"4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is Ten Dollars (\$10.00) amounting in the aggregate to Ten Thousand Dollars (\$10,000)."

RESOLVED, that the Certificate of Incorporation of the Corporation be amended, so that Article 4 thereof shall read, in its entirety:

"1. The name of the corporation is Harcourt Achieve Inc."

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

FIRST: That the Board of Directors of the Corporation, by unanimous written consent filed with the minutes of the Board, adopted resolutions proposing the following amendments to the Certificate of Incorporation of said Corporation:

DOES HEREBY CERTIFY:

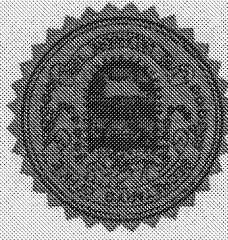
HARCOURT SUPPLEMENTAL PUBLISHERS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HARCOURT SUPPLEMENTAL PUBLISHERS INC.

DATE: 01-05-04

AUTHENTICATION: 2847825
Harriet Smith Windsor, Secretary of State

Harriet Smith Windsor



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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 "HARCOURT SUPPLEMENTAL PUBLISHERS INC.", CHANGING ITS NAME FROM "HARCOURT SUPPLEMENTAL PUBLISHERS INC." TO "HARCOURT ACHIEVE INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 2004, AT 10:59 O'CLOCK A.M.
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

The first State

Delaware