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Electronic Trademark Assignment System

Confirmation Receipt

Your trademark assignment has been received by the USPTO. The coversheet of the assignment is displayed below:

TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

 SUBMISSION TYPE:
 NEW ASSIGNMENT

 NATURE OF CONVEYANCE:
 CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harcourt Supplemental Publishers Inc.			CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	76475077	E-ASSESSMENT

CORRESPONDENCE DATA

Fax Number: (302)429-7608

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 3024296951

Email: trademarks@reilaw.com

Correspondent Name: Reed Elsevier

700068339

Address Line 1: 1105 North Market Street

Address Line 2: NINTH FLOOR

Address Line 4: Wilmington, DELAWARE 19801

TRADEMARK REEL: 002800 FRAME: 0876

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Receipt Date:	02/24/20	04				
Fee Amount:	\$ 40					
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Address Line 4: Wilmington, DELAWARE 19801

ATTORNEY DOCKET NUMBER: 76475077

NAME OF SUBMITTER: Renee Simonton Jule 5 monton

Total Attachments: 2

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Delaware

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 "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.

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Darriet Smith Windson

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2847824

DATE: 01-05-04

TRADEMARK

REEL: 002800 FRAME: 0880

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

HARCOURT SUPPLEMENTAL PUBLISHERS INC., 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 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:

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 Achieve Inc."

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

"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)."

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.

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.

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.

HARCOURT SUPPLEMENTAL FUBLISHERS INC.

y: V X X V V V

State of Delaware Secretary of State Division of Corporations Delivered 12:21 PM 01/02/2004 FILED 10:59 AM 01/02/2004 SRV 040000722 - 2078639 FILE

TRADEMARK...

REEL: 002800 FRAME: 0881

Delawar

The First State

Publishers inc.", Changing its name from "Harcourd Supplemental" PUBLISHERS INC." TO "HARCOURE ACREEVE INC.", "FILED IN THIS OFFICE ON THE SPOONS DAY OF JANUARY, A.D. 2004, AM 19559 O'CLOCK A.M.

A FILED COPY OF THIS CURTIFICATE HAS BEEN PORMARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS. NEW CASTLE COUNTY RECORDER OF DEEDS.

TO THE CANADA BENEFIT AND THE PROPERTY OF THE PARTY OF TH

Acres de Minares Flatin Smid-Wicker, Secretary & State

29.78.639 \$1.00

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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF HAR COURT SUPPLEMENTAL PUBLISHERS INC.

HARCOURT SUPPLEMENTAL PUBLISHERS INC., a corporation constitution and the State of Delaware constitution and the surface of the General Corporation Law of the State of Delaware. HARCOURT SUPPLEMENTAL PUBLISHERS INC., a surposition or granted and DOES HERERY CERTIFY:

FIRST: That the Board of Directors of the Congocation, by many more weaton consent. filed with the minutes of the Board, sciopted resolutions proposing the following amendments to the Certificate of Incorporation of said Corporation:

RESOLVED, thus the Centificate of Incorporation of the Corporation be amended, so that Arlacie 1 thereof shall read to its entirety.

"1. The mane of the corporation as Marcourt Achieve Inc."

RESOLVED, that the Certificate of Irrorporation of the Corparation be amended, at that Article 4 hereofshall road, in its cattrery.

"W. The total number of short which the outporaism shall been authority to issue is One Phonound (1/20) and the par years of each of such shares is Ten Dellars (\$10.00) amounting in the agreement of en Tridusend Dollars (\$10,000),#

SECOND: That the shereholders have given written corrects to said tendorments in accordance with the provisions of Section 228 of the General Corporation Law of the State of ur (ga en 1917), per la la comparta de la comparta La comparta de la co Defavore.

THIRD: That the afformatic orper despetits were duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delawara.

IN WITHESS WHEREOF, said Harcourt Supplemental Publishers Inc. has curised this Cardificate of Amendment to be executed by Henry Z. Horbaczewski, its Vice President, this 200 day of Junuary, 21914.

HARCOURT SUPPLEMENTAL PUBLISHERS INC.

State of Delivers

Delivers

State of Delivers

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302 429 7608



Reed Elsevier Intellectual Property Management Services

February 25, 2004

United States Patent & Trademark Office Assignment Division Box Assignments CG-4 1213 Jefferson Davis Highway Suite 320 Washington, DC 20231

RE: ASSIGNMENT

Harcourt Supplemental Publishers Inc./ Harcourt Achieve Inc. Document ID 900005574

ATTENTION: Marcus Kirk - Via Fax 703 306 5995

In response to the office action, please see the attached new document.

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, Henry Horbaczewski,

RECORDED: 02/25/2004 A member of the Reed Elsevier plc groun REEL: 002800 FRAME: 0884