USTIBD STATES PATENT AND TRADITARIK OFFICE

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Electronic Trademark Assignment System

PTO-1694 (Rev. 10/02) OMB No. 0651-0027 (Exp. 6/30/2005)

Recordation Form Cover Sheet (Trademarks only)

Validate

Navigation: - Guidelines - General info - Conveyor - Receiver - Property - Attachments - Validate

All data entered on the previous screens are displayed below. Check the data carefully. If you find any errors, go back to the appropriate screen and correct. Otherwise, hit next button to proceed with payment

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
11	rcourt Supplemental blishers Inc.		01/02/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 6

Property Type Number		Word Mark		
Registration Number:	2184810	EVERYONE EATS		
Registration Number:	1063766	FILMSTIK		
Registration Number:	2279509	FOCUS ON SCIENCE		
Registration Number 70072324	2181078	GED 2001		

TRADEMARK

REEL: 002813 FRAME: 0613

	/: 1 <u>/</u>	REED ELSEVIER - DELAWARE	302 429 760
Registration Number:	2739262	ILEARNINGONLINE INTERACTIVE	
Registration Number:	2736051	ILOLI	
CORRESPONDEN	CE DATA		
Fax Number:	(302)429-76	08	
Correspondence will	l be sent via US	Mail when the fax attempt is unsuccessful.	ĺ
Email:	trademarks@	@reilaw.com	
Correspondent Nan	ne: Reed Elsevi	er Intellectual Property	
Address Line 1:	1105 North	Market Street	
Address Line 2:	NINTH FLOOR		
Address Line 4:	Wilmington,	DELAWARE 19801	
NAME OF SUBMIT	FTER:	Renee Simonton Bines Simonton	
Total Attachments:	0	3/16/04	

Fee calculated, according to <u>USPTO FY2004 fee table</u>				
Description	Fee code	Fee code amount	Quantity	Fee
Recording trademark assignment, agreement or other paper, first mark per document	8521	40.00	1	\$40.00
For second and subsequent marks in the same document	8522	25.00	5	\$125.00
Total				\$165.00

٠.	Go to Payment screen	Back	Cancel

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03/16/2004 07:07 AM EST

TRADEMARK REEL: 002813 FRAME: 0614

P.03

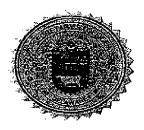


PACE 1

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.



2078639 8100

040000722

Darriet Smith Windson

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2847824

DATE: 01 TRABEMARK

REEL: 002813 FRAME: 0615

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 PUBLISHERS INC.

Jenry Z. Horbaczewski. Vice Presid

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

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