

09-22-2003

FORM PTO-1594
1-31-92



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

102554839

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party: Harcourt, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Delaware <input type="checkbox"/> Other -</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving parties: Harcourt Supplemental Publishers Inc. 10801 N. Mopac Expressway, #200 Austin, TX 78759</p> <p><input type="checkbox"/> Individual(s) citizenship 8-19-03 <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Delaware <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other - Assignment Nunc Pro Tunc 12/31/02</p> <p>Execution Date: ✓ August 18, 2003</p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)</p>	<p>B. Trademark registration No.: See Schedule A</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Renee Simonton, President Reed Elsevier Intellectual Property Management Services, Inc. 1105 N. Market Street, Suite 912 Wilmington DE 19801</p>	<p>6. Total number of applications and registrations involved: 13</p> <p>7. Total fee (37 CFR 3.41)..... \$ 340.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 502034 (Harcourt, Inc.) (Attach duplicate copy of this page if paying by deposit account)</p>
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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 August 19, 2003
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

CH \$340.00 602034 76827074

SCHEDULE A

<u>Mark</u>	<u>Application No.</u>	<u>Registration No.</u>	<u>Country</u>	<u>Status</u>
Chiquilbros	75827074	2428222	United States	Registered
On Deck	76186576	2595786	United States	Registered
Reach for Reading	75618617	2314324	United States	Registered
Reaching Higher	75716387	2379157	United States	Registered
Reaching Up	75707684	2523933	United States	Registered
Rigby	76055630	2575274	United States	Registered
Rigby	76056391	2561211	United States	Registered
Rigby	76056192	2533714	United States	Registered
Rigby Best Teachers Press	76332725	2685761	United States	Registered
Rigbycampus.com	76093109	2575415	United States	Registered
Supporting Literacy	75693030	2407983	United States	Registered
Tugs & Hugs	76082019	2643847	United States	Registered
Wonder Writers	75979432	2487125	United States	Registered

NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, HARCOURT, INC., a Delaware corporation (hereinafter referred to as "Assignor"), having a place of business located at 6277 Sea Harbor Drive, Orlando, Florida 32887, has adopted, used or is using the trademarks as set forth in attached Schedule A. (hereinafter referred to as the "Trademarks"); and

WHEREAS, HARCOURT SUPPLEMENTAL PUBLISHERS INC., a Delaware corporation (hereinafter referred to as "Assignee"), having a place of business located 10801 N. Mopac Expressway, #200, Austin, TX 78759, desired to acquire all right, title and interest in and to the Trademarks, including any choses in action relating to said Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof set forth on the attached Schedule A; and

WHEREAS, it is desired that the assignment of the Trademarks listed on the attached Schedule A be made a matter of record in the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor as of December 31, 2002 hereby sold, assigned, transferred and conveyed unto Assignee all of its right, title and interest, whether statutory or common law, in and to the aforesaid Trademarks, including any choses in action relating to said Trademarks, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Trademarks rights accruing on or before December 31, 2002, together with the goodwill of the business symbolized by the Trademarks, and including the applications and registrations thereof as set forth on attached Schedule A, and further, covenanted, agreed and undertook to execute, whenever requested by

Assignee, all applications, assignments, lawful oaths and any other papers which Assignee may deem necessary or desirable for securing to Assignee or for maintaining for Assignee the Trademarks hereby assigned, all without any further compensation to Assignor.

HARCOUT, INC..

By Renee Simonton
Name: Renee Simonton

Title: Vice President

August 18, 2003