

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.		01/02/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	HARCOURT ACHIEVE INC.
Street Address:	10801 North Mopac Expressway
City:	Austin
State/Country:	TEXAS
Postal Code:	78759
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2220875	MANY PLACES, FRIENDLY FACES

CORRESPONDENCE DATA	
Fax Number:	(302)429-7608
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	3024279299
Email:	sharon.tomlinson@lexis.nexis.com
Correspondent Name:	Reed Elsevier Inc.
Address Line 1:	1105 N. Market Street
Address Line 2:	NINTH FLOOR
Address Line 4:	Wilmington, DELAWARE 19801

ATTORNEY DOCKET NUMBER:	2220875
-------------------------	---------

NAME OF SUBMITTER:	Sharon Tomlinson
--------------------	------------------

Total Attachments: 2
source=New Scan-20040526075024-00001#page1.tif
source=New Scan-20040526075028-00002#page1.tif

CH \$40.00 2220875

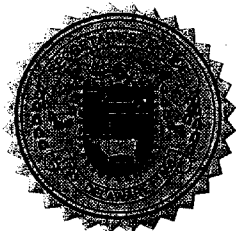
Delaware

PAGE 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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2847824

DATE: 01-05-04

TRADEMARK

REEL: 002858 FRAME: 0740

**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.

By: _____

Henry Z. Horbaczewski, Vice President

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

RECORDED: 05/26/2004

REEL: 002858 FRAME: 0741