

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Saxon Publishers, inc.		12/07/2004	CORPORATION: OKLAHOMA

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
Serial Number:	76297900	MAX THE BEAR

CORRESPONDENCE DATA

Fax Number: (302)884-8300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: trademarks@reilaw.com
 Correspondent Name: Reed Elsevier Intellectual Property
 Address Line 1: 1105 North Market Street
 Address Line 2: Suite 501
 Address Line 4: Wilmington, DELAWARE 19801

NAME OF SUBMITTER:	RENEE SIMONTON
Signature:	/renee simonton/
Date:	05/24/2005

CH \$40.00 76297900

Total Attachments: 3

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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 OWNERSHIP, WHICH MERGES:

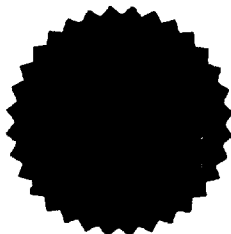
"SAXON PUBLISHERS, INC.", A OKLAHOMA CORPORATION,
WITH AND INTO "HARCOURT ACHIEVE INC." UNDER THE NAME OF
"HARCOURT ACHIEVE INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2004, AT 9:03
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2004.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

2078639 8100M

040920090



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3562350

DATE: 12-20-04

TRADEMARK
REEL: 003090 FRAME: 0835

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

Merging
Saxon Publishers, Inc.
Into
Harcourt Achieve Inc.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

HARCOURT ACHIEVE INC., a corporation incorporated in the State of Delaware on December 17, 1985 (hereinafter the "Corporation"), pursuant to the provisions of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY that (a) the Corporation owns 100% of the capital stock of Saxon Publishers, Inc., a corporation incorporated in the State of Oklahoma on July 24, 1981 pursuant to the provisions of the Oklahoma General Corporation Act, (b) by resolutions adopted by unanimous written consent of the Corporation's Board of Directors dated the 6th day of December, 2004, the Corporation did determine to merge Saxon Publishers, Inc. into itself, and (c) the following is a full and complete copy of said resolutions which have not been modified or rescinded and remain in full force and effect on the date hereof:

WHEREAS, this Corporation lawfully owns 100% of the outstanding capital stock of Saxon Publishers, Inc., a corporation organized and existing under the laws of the State of Oklahoma (hereinafter referred to as the "Merging Corporation"); and

WHEREAS, this Corporation desires to merge into itself the Merging Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said Merging Corporation effective as of December 31, 2004, the name of Surviving Corporation to be Harcourt Achieve Inc.;

NOW, THEREFORE, BE IT

RESOLVED, that this Corporation merge into itself the Merging Corporation and assumes all liabilities and obligations of the Merging Corporation effective as of December 31, 2004 provided that the Certificate of Ownership and Merger is duly filed with the Secretary of State of the State of Delaware or the Secretary of State of the State of Oklahoma on or prior to December 31, 2004; and further

RESOLVED, that any authorized officer of this Corporation be and each of them hereby is authorized, empowered and directed, in the name and on behalf of the Corporation, to make and execute a Certificate of Ownership and Merger setting forth: (a) a copy of these resolutions authorizing the merger of the Merging Corporation into the Corporation and the assumption by the Corporation of all liabilities and obligations of the Merging

Corporation, and (b) the date of adoption thereof, and to file the same in the offices of the Secretary of State of the State of Delaware, and the Secretary of State of the State of Oklahoma and a certified copy thereof in the office of the appropriate County Recorder of Deeds in the State of Delaware; and further

RESOLVED, that the officers and agents of the Corporation be, and each of them hereby is, authorized, empowered and directed to take all such further action, to execute and deliver all such instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to make all such filings, as in the judgment of any such officer shall from time to time be necessary, proper or advisable in order to carry out the intent and to accomplish the purposes of the foregoing resolutions; and further

RESOLVED, that the Plan and Agreement of Merger attached hereto as Exhibit A thus forming a part of these resolutions (herein the "Plan") be, and it hereby is, approved and adopted; and further

RESOLVED, that this Board of Directors hereby recommends and submits the foregoing resolutions and Plan to the shareholders of the Corporation for their approval.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this certificate to be signed by an authorized officer of the Corporation, this 7th day of December, 2004.

HARCOURT ACHIEVE INC.

By: s/Henry Z. Horbaczewski
Henry Z. Horbaczewski, Vice President