

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	12/31/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harcourt, Inc.		01/26/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Elsevier Inc.
Street Address:	360 Park Avenue South
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2814025	FLESHANDBONES

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, Suite 501
 Address Line 2: FIFTH FLOOR
 Address Line 4: Wilmington, DELAWARE 19801

NAME OF SUBMITTER:	RENEE SIMONTON
Signature:	/renee simonton/
Date:	01/26/2006

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Total Attachments: 3

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NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, Harcourt, Inc., a Delaware corporation (hereinafter referred to as "Harcourt"), 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 and has filed and/or registered the marks in the United States Patent and Trademark Office (hereinafter referred to as the "Trademarks");

WHEREAS, Elsevier Inc., a New York corporation (hereinafter referred to as "Elsevier"), having a place of business located at 360 Park Avenue South, New York, New York 10010, 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, Harcourt as of December 31, 2002 hereby sold, assigned, transferred and conveyed unto Elsevier 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 Elsevier, all applications, assignments, lawful oaths and any other papers which Elsevier may deem necessary or desirable for securing to Elsevier or for maintaining for Elsevier the Trademarks hereby assigned, all without further compensation to Harcourt.

HARCOURT, INC.

By Renee Simonton
Renee Simonton, Vice President

Commonwealth of Delaware §
 § ss.
County of Newcastle §

BEFORE ME, the undersigned authority, on this 26 day of January, 2006, personally appeared Renee Simonton, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument on behalf of Harcourt, Inc..

[SEAL]

Linda G. Bottoms
Notary Public

Linda G. Bottoms
Notary Public, State of Delaware
My Commission Expires April 2, 2008

SCHEDULE A

FLESHANDBONES US Trademark Registration 2814025