TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	12/12/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harcourt, Inc.		01/18/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	HMH Publishers LLC
Street Address:	2711 Centreville Road, Suite 4000
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 172

Property Type	Number	Word Mark
Registration Number:	0861393	HARVEST
Registration Number:	0861720	HARBINGER
Registration Number:	1164609	A HARVEST/HBJ BOOK
Registration Number:	1429047	THE BIOFILE
Registration Number:	1692959	MATHEMATICS PLUS
Registration Number:	1708134	SCIENCEPLUS
Registration Number:	1718098	GULLIVER BOOKS
Registration Number:	1725641	
Registration Number:	1743993	M.C. LION
Registration Number:	1744474	BUILD-A-KIT
Registration Number:	1744519	TEACHER'S RESOURCEBANK
Registration Number:	1755519	
Registration Number:	1757639	GULLIVER GREEN

OP $4315.00 0861393

Registration Number:	1778312	SCIENCEPLUS
Registration Number:	1778520	INTERACTIVE TEACHING PAC
Registration Number:	1811532	BROWNDEER PRESS
Registration Number:	1839309	ESTRELLAS DE LA LITERATURA
Registration Number:	1839416	ESTRELLAS DE LA LITERATURA
Registration Number:	1851090	
Registration Number:	1877577	MODERN BIOLOGY
Registration Number:	1892133	KOMM MIT!
Registration Number:	1894104	TREASURY OF LITERATURE
Registration Number:	1894201	TREASURY OF LITERATURE
Registration Number:	1901641	TREASURY OF LITERATURE
Registration Number:	1905624	WORKMAT
Registration Number:	1908415	VOYAGER BOOKS
Registration Number:	1914331	PROBLEM SOLVING THINK ALONG
Registration Number:	1914332	ANYTIME IS MATH TIME
Registration Number:	1916234	MODERN BIOLOGY
Registration Number:	1916397	LIBROS VIAJERO
Registration Number:	1917740	KOMM MIT!
Registration Number:	1921998	BIOLOGY TODAY
Registration Number:	1922761	HARCOURT BRACE
Registration Number:	1943779	HRW MULTIMEDIA CURRICULUM SYSTEMS
Registration Number:	1944730	¡VEN CONMIGO!
Registration Number:	1948433	HRW MULTIMEDIA CURRICULUM SYSTEMS
Registration Number:	1958361	COMPUTER LINKS
Registration Number:	1959089	
Registration Number:	1964571	RED WAGON BOOKS
Registration Number:	1971829	ALLEZ, VIENS!
Registration Number:	1974217	ALLEZ, VIENS!
Registration Number:	1977166	SCIENCE ANYTIME
Registration Number:	1977167	ANYTIME MATH
Registration Number:	1977168	ANYTIME MATH
Registration Number:	1977169	ANYTIME MATH
Registration Number:	1978458	USE WHAT YOU KNOW
Registration Number:	1979764	TAKE ANOTHER LOOK
Registration Number:	1979765	STRETCH YOUR THINKING

Registration Number:	1981753	PATTERN MAKER
Registration Number:	1984784	PATTERN MAKER
Registration Number:	1986122	!VEN CONMIGO!
Registration Number:	1989170	GRAPH LINKS
Registration Number:	1994073	GRAPH LINKS
Registration Number:	1996112	HRW
Registration Number:	2008960	HRW
Registration Number:	2037927	CIELO ABIERTO
Registration Number:	2056152	STORIES IN TIME
Registration Number:	2064019	CIELO ABIERTO
Registration Number:	2086123	ON MY OWN
Registration Number:	2086328	MAGIC CARPET BOOKS
Registration Number:	2091859	STORIES IN TIME
Registration Number:	2092985	
Registration Number:	2095020	MAGIC CARPET BOOKS
Registration Number:	2105249	
Registration Number:	2126437	RELATOS DE LA HISTORIA
Registration Number:	2131889	INSTANT READERS
Registration Number:	2131892	INSTANT READERS
Registration Number:	2131917	INSTANT READERS
Registration Number:	2131920	INSTANT READERS
Registration Number:	2133209	SILVER WHISTLE
Registration Number:	2140207	
Registration Number:	2152220	ART EXPRESS
Registration Number:	2159672	MATH ADVANTAGE
Registration Number:	2162808	MATH ADVANTAGE
Registration Number:	2180681	BIOSOURCES
Registration Number:	2180682	BIOSOURCES
Registration Number:	2186512	WALKING BY FAITH
Registration Number:	2191545	E-LAB
Registration Number:	2195064	E-LAB
Registration Number:	2232846	E-LAB
Registration Number:	2241120	ART EXPRESS
Registration Number:	2245170	MATEMATICAS MI VENTAJA
Registration Number:	2249730	CHEMFILE

Registration Number:	2249740	HOLT CHEMFILE
Registration Number:	2288303	GREEN LIGHT READERS
Registration Number:	2301714	CHEMFILE
Registration Number:	2303746	HOLT CHEMFILE
Registration Number:	2344003	
Registration Number:	2364545	
Registration Number:	2373758	HARCOURT
Registration Number:	2384169	HARCOURT
Registration Number:	2386508	HARCOURT
Registration Number:	2393770	A TO ZOO
Registration Number:	2393771	A TO ZOO
Registration Number:	2394253	HARCOURT
Registration Number:	2399024	HARCOURT
Registration Number:	2403228	HARCOURT
Registration Number:	2409976	WALKING BY FAITH
Registration Number:	2418049	HARCOURT
Registration Number:	2418596	HARCOURT
Registration Number:	2423984	HARCOURT
Registration Number:	2431544	HI
Registration Number:	2438434	HOLT, RINEHART AND WINSTON INTERACTIVE
Registration Number:	2446541	ONE-STOP PLANNER
Registration Number:	2451688	HARCOURT
Registration Number:	2458216	PHONICS EXPRESS
Registration Number:	2476221	MINIREAD
Registration Number:	2476222	MINIREAD
Registration Number:	2484058	GRAMMAR JINGLES
Registration Number:	2486398	GRAMMAR JINGLES
Registration Number:	2495065	MISSION: COMPREHENSION
Registration Number:	2503326	MATH JINGLES
Registration Number:	2504467	MINI READ
Registration Number:	2504468	MINIREAD
Registration Number:	2574759	MATH JINGLES
Registration Number:	2599348	LULLABY LIGHTS
Registration Number:	2695805	1866
Registration Number:	2746773	1866

Registration Number:	2754425	GEOSKILLS
Registration Number:	2773458	MODERN CHEMISTRY
Registration Number:	2773499	MODERN EARTH SCIENCE
Registration Number:	2779364	HOLT
Registration Number:	2800168	POWERNOTES
Registration Number:	2812478	MODERN EARTH SCIENCE
Registration Number:	2836198	ELEMENTS OF LANGUAGE
Registration Number:	2836199	ELEMENTS OF WRITING
Registration Number:	2836200	ELEMENTS OF LANGUAGE
Registration Number:	2836203	
Registration Number:	2836204	ELEMENTS OF WRITING
Registration Number:	2836207	ELEMENTS OF LITERATURE
Registration Number:	2836208	ELEMENTS OF LITERATURE
Registration Number:	2844416	HOLT
Registration Number:	2852163	HOLT ONLINE ESSAY SCORING
Registration Number:	2853015	MILES THE MOLE
Registration Number:	2873633	MODERN PHYSICS
Registration Number:	2874092	MOVING INTO ENGLISH
Registration Number:	2874093	MOVING INTO ENGLISH
Registration Number:	2882731	CALL TO FAITH
Registration Number:	2893957	THE INTERVENTION SOLUTION
Registration Number:	2902739	HOLT ONLINE LEARNING
Registration Number:	2923895	¡EXPRÉSATE!
Registration Number:	2942664	¡EXPRÉSATE!
Registration Number:	2942700	CALL TO FAITH
Registration Number:	2955420	CALL TO FAITH
Registration Number:	2960484	ELEMENTS OF READING
Registration Number:	2986461	ART EVERYWHERE
Registration Number:	2994745	IDEA WORKS!
Registration Number:	3040227	NUEVAS VISTAS
Registration Number:	3057147	MODERN CHEMISTRY
Registration Number:	3059281	!EXPRESATE!
Registration Number:	3062822	HOLT PROFESSIONAL DEVELOPMENT
Registration Number:	3062874	HOLT PROFESSIONAL DEVELOPMENT
Registration Number:	3067477	NUEVAS VISTAS

Registration Number:	3127949	REFLECTIONS
Registration Number:	3131011	REFLECTIONS
Registration Number:	3138706	ELEMENTS OF READING
Registration Number:	3150816	ELEMENTS OF READING
Registration Number:	3185016	MATH CENTER
Registration Number:	3256351	CIVICS IN PRACTICE
Registration Number:	3256356	AMERICAN ANTHEM
Registration Number:	3256357	AMERICAN ANTHEM
Registration Number:	3257625	GO.HRW.COM
Registration Number:	3260880	CIVICS IN PRACTICE
Registration Number:	3280540	BIEN DIT!
Registration Number:	3291632	BIEN DIT!
Serial Number:	77024065	STORYTOWN
Serial Number:	77024090	STORYTOWN
Serial Number:	77046604	HOLT SOUNDBOOTH
Serial Number:	77074802	RELATOS DE LA HISTORIA
Serial Number:	77125283	CALL TO CELEBRATE
Serial Number:	77125657	CALL TO CELEBRATE
Serial Number:	77309860	TILT

CORRESPONDENCE DATA

Fax Number: (212)226-1995

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-226-7700

Email: ccastro@yeellp.com

Correspondent Name: Mary A. Donovan c/o Donovan & Yee LLP

Address Line 1: 110 Greene Street, Suite 700

Address Line 4: New York, NEW YORK 10012

ATTORNEY DOCKET NUMBER:	1701
NAME OF SUBMITTER:	Mary A. Donovan
Signature:	/Mary A. Donovan/
Date:	02/08/2008

Total Attachments: 9

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ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is effective, nunc pro tunc, as of December 12, 2007, by and among Harcourt, Inc., a Delaware corporation having a principal place of business at 2 Newton Place, 255 Washington Street, Newton, Massachusetts 02458 (hereinafter referred to as "Assignor") and HMH Publishers LLC, a Delaware limited liability company having a principal place of business at 2711 Centreville Road, Suite 4000, Wilmington, Delaware 19808 (hereinafter referred to as "Assignee").

WHEREAS, Assignor is the owner of the trademarks set forth in the Schedule of Trademarks annexed hereto (hereinafter referred to as the "TRADEMARKS"); and

WHEREAS, Assignee is desirous of acquiring all of the right, title and interest of Assignor in, to and under the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS.

NOW THEREFORE, in consideration of the sum of One Dollar ($1.00) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor hereby transfers and assigns to Assignee the entire right, title and interest of Assignor in and to the TRADEMARKS together with the goodwill of the business associated with the TRADEMARKS;

Assignor, does hereby sell, assign, transfer and set over unto Assignee, its successors, legal representatives and assigns all claims for damages by reason of past infringement of the TRADEMARKS, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representative; and

Assignor further agrees to execute such further documents as may be required to record Assignee as the owner of the TRADEMARKS and the applications and registrations herein assigned.

[end of text]

IN WITNESS WHEREOF, the parties have executed this instrument this 18th day of January, 2008.

HARCOURT, INC.

By: Renee Simonton

Name: Renee Simonton

Title: Vice President

On this 18th day of January, 2008, before me personally appeared Renee Simonton a citizen of the United States of America, and Vice President of Harcourt, Inc. with an address of 2 Newton Place, 255 Washington Street, Newton, Massachusetts 02458, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within written instrument and who acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, he, or the entity upon behalf of which he acted, executed the instrument.

Margaret C. Tracy

Notary Public

MARGARET C. TRACY
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Aug. 8, 2009

HMH PUBLISHERS LLC

By: [illegible]

Name: Exec. William Bayers

Title: Vice President

On this 18th day of January, 2008, before me personally appeared William Bayers a citizen of the U.S. and Senior Vice President of HMH Publishers LLC with an address of 2711 Centreville Road, Suite 4000, Wilmington, Delaware 19808 , who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within written instrument and who acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, he, or the entity upon behalf of which he acted, executed the instrument.

Joyce M. Laidley

Notary Public

JOYCE M. LAIDLEY
Notary Public
Commonwealth of Massachusetts
My Commission Expires
November 9, 2012

SCHEDULE OF TRADEMARKS

UNITED STATES: REGISTRATIONS

MARK	REGISTRATION DATE	REGISTRATION #
HARVEST	12/3/1968	861393
HARBINGER	12/10/1968	861720
A HARVEST/HBJ BOOK (stylized)	8/11/1981	1164609
THE BIOFILE	2/17/1987	1429047
MATHEMATICS PLUS	6/9/1992	1692959
SCIENCEPLUS	8/18/1992	1708134
GULLIVER BOOKS	9/22/1992	1718098
Design only (M C Lion and book)	10/20/1992	1725641
M.C. LION	12/29/1992	1743993
BUILD-A-KIT	1/5/1993	1744474
TEACHER'S RESOURCEBANK	1/5/1993	1744519
Design Only (MC Lion)	3/2/1993	1755519
GULLIVER GREEN	3/9/1993	1757639
SCIENCEPLUS	6/22/1993	1778312
INTERACTIVE TEACHING PAC	6/22/1993	1778520
BROWNDEER PRESS	12/14/1993	1811532
ESTRELLAS DE LA LITERATURA	6/14/1994	1839309
ESTRELLAS DE LA LITERATURA	6/14/1994	1839416
Design Only (Browndeer Press Deer Logo)	8/23/1994	1851090
MODERN BIOLOGY	2/7/1995	1877577
KOMM MIT!	5/2/1995	1892133
TREASURY OF LITERATURE	5/16/1995	1894104
TREASURY OF LITERATURE	5/16/1995	1894201
TREASURY OF LITERATURE	6/27/1995	1901641
WORKMAT	7/18/1995	1905624
VOYAGER BOOKS & Design	8/1/1995	1908415
PROBLEM SOLVING THINK ALONG	8/22/1995	1914331
ANYTIME IS MATH TIME	8/22/1995	1914332

UNITED STATES: REGISTRATIONS (continued)

MARK	REGISTRATION DATE	REGISTRATION #
MODERN BIOLOGY	9/5/1995	1916234
LIBROS VIAJERO & Design	9/5/1995	1916397
KOMM MIT!	9/12/1995	1917740
BIOLOGY TODAY	9/26/1995	1921998
HARCOURT BRACE	9/26/1995	1922761
HRW MULTIMEDIA CURRICULUM SYSTEMS & design	12/26/1995	1943779
!VEN CONMINGO!	12/26/1995	1944730
HRW MULTIMEDIA CURRICULUM SYSTEMS & design	1/16/1996	1948433
COMPUTER LINKS & Design	2/27/1996	1958361
Design Only (Red Wagon Books)	2/27/1996	1959089
RED WAGON BOOKS	3/26/1996	1964571
"ALLEZ, VIENS! (Come with me)"	4/30/1996	1971829
"ALLEZ, VIENS! (Come with me)"	5/14/1996	1974217
SCIENCE ANYTIME	5/28/1996	1977166
ANYTIME MATH	5/28/1996	1977167
ANYTIME MATH	5/28/1996	1977168
ANYTIME MATH	5/28/1996	1977169
USE WHAT YOU KNOW	6/4/1996	1978458
TAKE ANOTHER LOOK	6/11/1996	1979764
STRETCH YOUR THINKING	6/11/1996	1979765
PATTERN MAKER	6/18/1996	1981753
PATTERN MAKER	7/2/1996	1984784
!VEN CONMINGO!	7/9/1996	1986122
GRAPH LINKS	7/23/1996	1989170
GRAPH LINKS	8/13/1996	1994073
HRW	8/20/1996	1996112
HRW	10/15/1996	2008960
CIELO ABIERTO	2/11/1997	2037927
STORIES IN TIME	4/22/1997	2056152
CIELO ABIERTO	5/20/1997	2064019

UNITED STATES: REGISTRATIONS (continued)

MARK	REGISTRATION DATE	REGISTRATION #
ON MY OWN	8/5/1997	2086123
MAGIC CARPET BOOKS & Design	8/5/1997	2086328
STORIES IN TIME	8/26/1997	2091859
Design Only (INSTANT READERS Dog)	9/2/1997	2092985
MAGIC CARPET BOOKS	9/9/1997	2095020
Design Only (INSTANT READERS Dog)	10/14/1997	2105249
RELATOS DE LA HISTORIA	12/30/1997	2126437
INSTANT READERS	1/27/1998	2131889
INSTANT READERS	1/27/1998	2131892
INSTANT READERS & Design	1/27/1998	2131917
INSTANT READERS & Design	1/27/1998	2131920
SILVER WHISTLE	1/27/1998	2133209
Design Only (Geo Georgie Turtle)	3/3/1998	2140207
ART EXPRESS	4/21/1998	2152220
MATH ADVANTAGE	5/19/1998	2159672
MATH ADVANTAGE	5/19/1998	2162808
BIOSOURCES	8/11/1998	2180681
BIOSOURCES	8/11/1998	2180682
WALKING BY FAITH	9/1/1998	2186512
E-LAB	9/22/1998	2191545
E-LAB	10/13/1998	2195064
E-LAB	3/16/1999	2232846
ART EXPRESS	4/20/1999	2241120
MATEMATICAS MI VENTAJA	5/11/1999	2245170
CHEMFILE	6/1/1999	2249730
HOLT CHEMFILE & design	6/1/1999	2249740
GREEN LIGHT READERS	10/19/1999	2288303
CHEMFILE	12/21/1999	2301714
HOLT CHEMFILE & design	12/28/1999	2303746
Design Only (Gulliver Logo)	4/18/2000	2344003
Design Only (Greenlight Readers)	7/4/2000	2364545

UNITED STATES: REGISTRATIONS (continued)

MARK	REGISTRATION DATE	REGISTRATION #
HARCOURT	8/1/2000	2373758
HARCOURT & design (ripple)	9/5/2000	2384169
HARCOURT & design (ripple)	9/12/2000	2386508
A TO ZOO	10/10/2000	2393770
A TO ZOO	10/10/2000	2393771
HARCOURT & design (ripple)	10/10/2000	2394253
HARCOURT	10/31/2000	2399024
HARCOURT	11/14/2000	2403228
WALKING BY FAITH	12/5/2000	2409976
HARCOURT	1/2/2001	2418049
HARCOURT	1/9/2001	2418596
HARCOURT & design (ripple)	1/23/2001	2423984
HI (stylized)	2/27/2001	2431544
"HOLT, RINEHART AND WINSTON INTERACTIVE"	3/27/2001	2438434
ONE-STOP PLANNER	4/24/2001	2446541
HARCOURT & design (ripple)	5/15/2001	2451688
PHONICS EXPRESS	6/5/2001	2458216
MINIREAD	8/7/2001	2476221
MINIREAD	8/7/2001	2476222
GRAMMAR JINGLES	8/28/2001	2484058
GRAMMAR JINGLES	9/4/2001	2486398
MISSION: COMPREHENSION	10/2/2001	2495065
MATH JINGLES	10/30/2001	2503326
MINIREAD & design	11/6/2001	2504467
MINIREAD & design	11/6/2001	2504468
MATH JINGLES	5/28/2002	2574759
LULLABY LIGHTS	7/23/2002	2599348
1866 and design (owl)	3/11/2003	2695808
1866 and design (owl)	8/5/2003	2746773
GEOSKILLS	8/19/2003	2754425
MODERN CHEMISTRY	10/14/2003	2773458

UNITED STATES: REGISTRATIONS (continued)

MARK	REGISTRATION DATE	REGISTRATION #
MODERN EARTH SCIENCE	10/14/2003	2773499
HOLT	11/4/2003	2779364
POWERNOTES	12/30/2003	2800168
MODERN EARTH SCIENCE	2/10/2004	2812478
ELEMENTS OF LANGUAGE	4/27/2004	2836198
ELEMENTS OF WRITING	4/27/2004	2836199
ELEMENTS OF LANGUAGE	4/27/2004	2836200
design only (miles the mole)	4/27/2004	2836203
ELEMENTS OF WRITING	4/27/2004	2836204
ELEMENTS OF LITERATURE	4/27/2004	2836207
ELEMENTS OF LITERATURE	4/27/2004	2836208
HOLT	5/25/2004	2844416
HOLT ONLINE ESSAY SCORING	6/8/2004	2852163
MILES THE MOLE	6/15/2004	2853015
MODERN PHYSICS	8/17/2004	2873633
MOVING INTO ENGLISH	8/17/2004	2874092
MOVING INTO ENGLISH	8/17/2004	2874093
CALL TO FAITH	9/7/2004	2882731
THE INTERVENTION SOLUTION	10/12/2004	2893957
HOLT ONLINE LEARNING	11/16/2004	2902739
¡EXPRÉSATE!	2/1/2005	2923895
¡EXPRÉSATE!	4/19/2005	2942664
CALL TO FAITH	4/19/2005	2942700
CALL TO FAITH	5/24/2005	2955420
ELEMENTS OF READING	6/7/2005	2960484
ART EVERYWHERE	8/16/2005	2986461
IDEA WORKS!	9/13/2005	2994745
NUEVAS VISTAS	1/10/2006	3040227
MODERN CHEMISTRY	2/7/2006	3057147
¡EXPRÉSATE!	2/14/2006	3059281
HOLT PROFESSIONAL DEVELOPMENT	2/28/2006	3062822

UNITED STATES: REGISTRATIONS (continued)

MARK	REGISTRATION DATE	REGISTRATION #
HOLT PROFESSIONAL DEVELOPMENT	2/28/2006	3062874
NUEVAS VISTAS	3/14/2006	3067477
REFLECTIONS	8/8/2006	3127949
REFLECTIONS	8/15/2006	3131011
ELEMENTS OF READING	9/5/2006	3138706
ELEMENTS OF READING	10/3/2006	3150816
MATH CENTER	12/12/2006	3185016
CIVICS IN PRACTICE	6/26/2007	3256351
AMERICAN ANTHEM	6/26/2007	3256356
AMERICAN ANTHEM	6/26/2007	3256357
GOHRW.COM & design	7/3/2007	3257625
CIVICS IN PRACTICE	7/10/2007	3260880
BIEN DIT!	8/14/2007	3280540
BIEN DIT!	9/11/2007	3291632

UNITED STATES: APPLICATIONS

MARK	FILED	APPL#
STORYTOWN	10/18/2006	77024065
STORYTOWN	10/18/2006	77024090
HOLT SOUNDBOOTH	11/17/2006	77046604
RELATOS DE LA HISTORIA	1/3/2007	77074802
CALL TO CELEBRATE	3/8/2007	77125283
CALL TO CELEBRATE	3/8/2007	77125657
TILT	10/22/2007	77309860