

TRADEMARK ASSIGNMENT

Electronic Version v1.1

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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
Reed Elsevier Inc.		01/29/2008	CORPORATION: MASSACHUSETTS
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: 1			
Property Type	Number	Word Mark	
Registration Number:	2048485	CLEAR & SIMPLE	
CORRESPONDENCE DATA			
Fax Number:	(212)226-1995		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	2122267700		
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/		

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REEL: 003721 FRAME: 0442

Date:

02/19/2008

Total Attachments: 3

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ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is effective, nunc pro tunc, as of December 12, 2007, by and among Reed Elsevier Inc., a Massachusetts 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 29th day of January, 2008.

Reed Elsevier Inc

By: [Signature]

Name: Henry Z. Horbaczewski

Title: Senior Vice President

On this 29th day of January, 2008, before me personally appeared Henry Horbaczewski a citizen of the US and SR Vice Pres of Reed Elsevier 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.

[Signature]
Notary Public

RICHARD A. DEVLIN

NOTARY PUBLIC

MY COMM. EXP. JAN. 29, 2010

HMH PUBLISHERS LLC

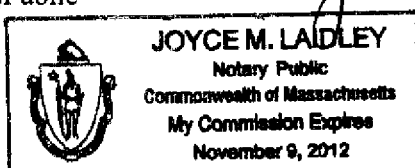
By: [Signature]

Name:

Title:

On this 14th day of February, 2008, before me personally appeared William Bayers a citizen of the U.S.A. and Exec. V.P. General Counsel 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.

[Signature]
Notary Public



TRADEMARK

REEL: 003721 FRAME: 0445

SCHEDULE OF TRADEMARKS

UNITED STATES: REGISTRATIONS

MARK	REGISTRATION DATE	REGISTRATION #
CLEAR & SIMPLE	3/25/1997	2048485