

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Reed Elsevier Inc.		11/27/2007	CORPORATION: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Harcourt Achieve Inc.		
<b>Street Address:</b>	10801 North Mopac Expressway		
<b>City:</b>	Austin		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78759		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2796499	RISE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)226-1995		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2122267700		
<b>Email:</b>	ccastro@yeellp.com		
<b>Correspondent Name:</b>	Mary A. Donovan c/o Donovan & Yee LLP		
<b>Address Line 1:</b>	110 Greene Street, Suite 700		
<b>Address Line 4:</b>	New York, NEW YORK 10012		
<b>ATTORNEY DOCKET NUMBER:</b>	1701/ASSIGNMENT		
<b>NAME OF SUBMITTER:</b>	Mary A. Donovan		
<b>Signature:</b>	/Mary A. Donovan/		
<b>Date:</b>	02/29/2008		

OP \$40.00 2796499

Total Attachments: 1  
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**TRADEMARK ASSIGNMENT**

Reed Elsevier Inc. ("Assignor") is a corporation organized under the laws of the Commonwealth of Massachusetts, and has a business address of 255 Washington Street, Suite 350, Newton, Massachusetts 02458. Assignor is the owner of the mark RISE & Design in the United States and owns United States Registration No. 2,796,499, issued December 23, 2003, for the mark RISE & Design for Class 9 instructional video tapes for teachers of English as a second language and Class 16 printed publications and materials, namely course and instructional books and guides for teachers of English as a second language.

Harcourt Achieve Inc ("Assignee") is a Delaware corporation, and has a business address of 10801 North Mopac Expressway, Austin, Texas 78759. Harcourt Achieve Inc is desirous of acquiring the registered mark RISE & Design.

Therefore, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Reed Elsevier Inc. hereby assigns to Harcourt Achieve Inc all right, title and interest in the United States in and to the trademark RISE & Design, together with the goodwill of the business symbolized by this trademark, and Registration No. 2,796,499, along with the right to recover and have damages and profits for past infringements, if any.

IN WITNESS WHEREOF, the undersigned, on behalf of Reed Elsevier Inc., has caused this document to be executed as of this 27<sup>th</sup> day of November, 2007.

Reed Elsevier Inc

By: Charles P. Fontaine  
Charles P. Fontaine  
Assistant Secretary

State of Massachusetts )  
County of Middlesex )

On this 27<sup>th</sup> day of November, 2007, before me personally appeared Charles P. Fontaine, to me known, who being by me duly sworn and deposed did say that he is authorized to execute this assignment and that he signed this document on behalf of Reed Elsevier Inc. with that authority.

(Seal)

Richard A. Devlin  
Notary Public

Subscribed and sworn to before me this 27<sup>th</sup> day of November, 2007.

Notary Public  
My commission expires: 1/29/2010

**RICHARD A. DEVLIN**  
**NOTARY PUBLIC**  
**MY COMM. EXP. JAN. 29, 2010**