

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HARCOURT ACHIEVE INC.		12/12/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	HMH SUPPLEMENTAL PUBLISHERS INC.
Street Address:	10801 N Mopac Expressway, Bldg 3
City:	Austin
State/Country:	TEXAS
Postal Code:	78759
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	0509901	WORKTEXT
Registration Number:	0805209	LISTEN AND READ
Registration Number:	1063766	FILMSTIK
Registration Number:	1107295	WORD CLUES
Registration Number:	1140744	EDL READING POWER MODULE
Registration Number:	1739812	STECK-VAUGHN COMPANY
Registration Number:	1745771	
Registration Number:	1819899	RSVP
Registration Number:	1972667	TEST BEST
Registration Number:	2027056	LEARNING 100
Registration Number:	2077060	EDL
Registration Number:	2111404	PHONICSMART
Registration Number:	2143050	WHAT ABOUT
Registration Number:	2155408	PAIR-IT BOOKS

OP \$2065.00 0509901

Registration Number:	2157157	BUILDING STRATEGIES
Registration Number:	2220875	MANY PLACES, FRIENDLY FACES
Registration Number:	2235013	EARTH: FORCES AND FORMATIONS
Registration Number:	2278206	ENGLISH ASAP
Registration Number:	2279507	TOOLS FOR PROBLEM SOLVING
Registration Number:	2279508	ENGLISH ASAP
Registration Number:	2279509	FOCUS ON SCIENCE
Registration Number:	2299950	STECK-VAUGHN PHONICS READERS PLUS
Registration Number:	2314342	REACH FOR READING
Registration Number:	2419335	
Registration Number:	2421542	
Registration Number:	2423479	PAIR-IT BOOKS
Registration Number:	2423480	EN PAREJAS
Registration Number:	2428222	CHIQUILIBROS
Registration Number:	2482212	EN PAREJAS
Registration Number:	2487125	WONDER WRITERS
Registration Number:	2523933	REACHING UP
Registration Number:	2533714	RIGBY
Registration Number:	2561211	RIGBY
Registration Number:	2575274	RIGBY
Registration Number:	2575415	RIGBYCAMPUS.COM
Registration Number:	2595786	ON DECK
Registration Number:	2604729	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2607321	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2612374	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2612602	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2637126	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING
Registration Number:	2643847	TUGS & HUGS
Registration Number:	2644358	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING
Registration Number:	2685761	RIGBY BEST TEACHERS PRESS
Registration Number:	2722469	POWER UP! BUILDING READING STRENGTH
Registration Number:	2736051	ILOLI
Registration Number:	2739262	I LEARNING ONLINE INTERACTIVE
Registration Number:	2840344	CORE SKILLS
Registration Number:	2851720	E-ASSESSMENT

Registration Number:	2878973	ON OUR WAY TO ENGLISH
Registration Number:	2886065	ON OUR WAY TO ENGLISH
Registration Number:	2902485	ACHIEVE IT!
Registration Number:	2906700	START SMART
Registration Number:	2958351	READS READING EVALUATION AND DIAGNOSIS SYSTEM
Registration Number:	2958353	ACCESS 21ST CENTURY
Registration Number:	2983481	SAXON PHONICS
Registration Number:	2993480	E-ASSESSMENT
Registration Number:	3016479	ACTIVATE EARLY LEARNING
Registration Number:	3024883	ACTIVATE EARLY LEARNING
Registration Number:	3042127	MAX THE BEAR
Registration Number:	3171487	SAXON EARLY LEARNING
Registration Number:	3171625	SAXON
Registration Number:	3171627	SAXON
Registration Number:	3183435	SAXON EARLY LEARNING
Registration Number:	3224520	SAXON EARLY LEARNING
Registration Number:	3254627	READS READING EVALUATION AND DIAGNOSTIC SYSTEM
Registration Number:	3254655	GREAT STRIDES
Registration Number:	3254657	LYNX
Registration Number:	3256354	STEPS TO ACHIEVE
Registration Number:	3257646	IN STEP READERS
Registration Number:	3258472	TOP LINE MATH
Registration Number:	3293260	SUMMER STUDIO
Registration Number:	3305783	SUMMER STUDIO
Registration Number:	3325486	LITERACY BY DESIGN
Registration Number:	3325487	LITERACY BY DESIGN
Serial Number:	77054286	LYNX
Serial Number:	77056191	VOCABULARY ADVANTAGE
Serial Number:	77152773	STECK-VAUGHN
Serial Number:	77152996	STECK-VAUGHN
Registration Number:	2379157	REACHING HIGHER
Registration Number:	2838150	THINK-ALONGS
Registration Number:	2838221	THINK-ALONGS

CORRESPONDENCE DATA

TRADEMARK
REEL: 003728 FRAME: 0883

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
Address Line 1: 110 Greene Street, Suite 700
Address Line 4: New York, NEW YORK 10012

ATTORNEY DOCKET NUMBER:	1702/ASSIGNMENT
NAME OF SUBMITTER:	Mary A. Donovan
Signature:	/Mary A. Donovan/
Date:	02/29/2008

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 AMENDMENT OF "HARCOURT ACHIEVE INC.", CHANGING ITS NAME FROM "HARCOURT ACHIEVE INC." TO "HMH SUPPLEMENTAL PUBLISHERS INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2007, AT 8:50 O'CLOCK A.M.

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

2078639 8100

071311045

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6229749

DATE: 12-12-07

TRADEMARK
REEL: 003728 FRAME: 0885

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:50 AM 12/12/2007
FILED 08:50 AM 12/12/2007
SRV 071311045 - 2078639 FILE

State of Delaware

**Certificate of Amendment of the
Certificate of Incorporation of Harcourt Achieve Inc.**

December 12, 2007

Harcourt Achieve Inc, a corporation organized and existing under the laws of the state of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on December 17, 1985, under the name "Steck-Vaughn Company." Thereafter a Certificate of Amendment to the Certificate of Incorporation, changing its name from "Steck-Vaughn Company" to "Harcourt Supplemental Publishers Inc." was filed on January 7, 2003 and a Certificate of Amendment to the Certificate of Incorporation, changing its name from "Harcourt Supplemental Publishers Inc." to "Harcourt Achieve Inc." was filed on January 2, 2004.

SECOND: The text of the Certificate of Incorporation of the Corporation, as amended, is hereby amended by changing the article thereof numbered 1 to read as follows:

"1. The name of the Corporation is: HMH Supplemental Publishers Inc. (the "Corporation")."

THIRD: The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: This Certificate of Amendment to the Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and by the written consent of the sole stockholder of the Corporation in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment has been
executed on the date first written above.

HARCOURT ACHIEVE INC.

By: /S/ WILLIAM BAYERS
Name: William Bayers
Title: Senior Vice President, Secretary
and General Counsel

Signature Page to Certificate of Amendment of Harcourt Achieve Inc. Certificate of Incorporation