

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
Internal Address:	Bldg. 3
City:	Austin
State/Country:	TEXAS
Postal Code:	78759
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78819785	READ ON
Serial Number:	78819795	READ ON

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: eisidro@yeellp.com

Correspondent Name: Mary A. Donovan

Address Line 1: 110 Greene Street

Address Line 2: Suite 700

Address Line 4: New York, NEW YORK 10012

NAME OF SUBMITTER:

Mary A. Donovan

Signature:

/Mary A. Donovan/

900100325

TRADEMARK
REEL: 003729 FRAME: 0265

OP \$65.00 78819785

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: 003729 FRAME: 0267

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