

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: 1			
Property Type	Number	Word Mark	
Registration Number:	2777742	STRENGTH IN NUMBERS	
CORRESPONDENCE DATA			
Fax Number:	(212)226-1995		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
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:	1702/4051		
NAME OF SUBMITTER:	Mary A. Donovan		
Signature:	/Mary A. Donovan/		
Date:	03/26/2008		

OP \$40.00 2777742

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TRADEMARK
REEL: 003746 FRAME: 0722

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: 003746 FRAME: 0724

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