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
Houghton Mifflin Company		12/12/2007	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Houghton Mifflin Harcourt Publishing Company
Street Address:	222 Berkeley Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02116
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	77338042	HMH

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: ccastro@yeellp.com
Correspondent Name: Donovan Calvaruso & Yee LLP
Address Line 1: 110 Greene Street, Ste. 700
Address Line 4: New York, NEW YORK 10012

ATTORNEY DOCKET NUMBER:	1155/ASS-HMH CL 9,16,41
NAME OF SUBMITTER:	Mary A. Donovan
Signature:	/Mary A. Donovan/
Date:	07/16/2009

OP $40.00 77338042

Total Attachments: 4
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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED **Articles of Amendment** FORM MUST BE TYPED

(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

(1) Exact name of corporation: Houghton Mifflin Company

(2) Registered office address: 222 Berkeley Street, Boston, MA 02116
(number, street, city or town, state, zip code)

(3) These articles of amendment affect article(s): Article I
(specify the number(s) of article(s) being amended (I-VI))

(4) Date adopted: December 12, 2007
(month, day, year)

(5) Approved by:

(check appropriate box)

- ☐ the incorporators.
- ☐ the board of directors without shareholder approval and shareholder approval was not required.
- ☑ the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

Article I of the Restated Articles of Organization the Houghton Mifflin Company, as now in force and effect, shall be amended and restated in its entirety to read as follows:

"ARTICLE I. The exact name of the corporation is: Houghton Mifflin Harcourt Publishing Company."

P.C.

To change the number of shares and the par value, * if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
N/A				

Total authorized after amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
N/A				

(7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: December 12, 2007

G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.

Signed by: _____,
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☑ Other officer,
- ☐ Court-appointed fiduciary,

on this 12th day of December, 2007

07009628

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment
(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

I hereby certify that upon examination of these articles of amendment, it appears that the provisions of the General Laws relative thereto have been complied with, and the filing fee in the amount of $100, having been paid, said articles are deemed to have been filed with me this 12th day of December, 2009, at 9:09 a.m./p.m.
time

Effective date: _____
(must be within 90 days of date submitted)

1038335

William Francis Galvin
WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum filing fee $100 per article amended, stock increases $100 per 100,000 shares, plus $100 for each additional 100,000 shares or any fraction thereof.

Examiner

Name approval

C

M

TO BE FILLED IN BY CORPORATION
Contact Information:

Houghton Mifflin Harcourt Publishing Company

222 Berkeley Street, Boston, MA 02116

Attention: William Bayers, General Counsel

Telephone: (617) 351.5125

Email: william_bayers@hmco.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

2009 DEC 12 AM 9:09
CORPORATION DIVISION