

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in and Lien on Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citibank, N.A.		09/30/2011	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Houghton Mifflin Harcourt Publishing Company		
Street Address:	222 Berkeley Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02166		
Entity Type:	CORPORATION: MASSACHUSETTS		
Name:	HMH Publishers LLC		
Street Address:	222 Berkeley Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02166		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	HMH Supplemental Publishers Inc.		
Street Address:	222 Berkeley Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02166		
Entity Type:	CORPORATION: DELAWARE		
Name:	HMH Education Company		
Street Address:	222 Berkeley Street		
City:	Boston		
State/Country:	MASSACHUSETTS		

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TRADEMARK
 REEL: 004636 FRAME: 0565

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Postal Code:	02166
Entity Type:	COMPANY: IRELAND

Name:	HMH Consumer Company
Street Address:	222 Berkeley Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02166
Entity Type:	COMPANY: IRELAND

Name:	HMH IP Company
Street Address:	222 Berkeley Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02166
Entity Type:	COMPANY: IRELAND

Name:	Advanced Learning Centers, Inc.
Street Address:	222 Berkeley Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02166
Entity Type:	CORPORATION: WYOMING

Name:	The Riverside Publishing Company
Street Address:	222 Berkeley Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02166
Entity Type:	CORPORATION: DELAWARE

Name:	Greenwood Publishing Group Inc.
Street Address:	222 Berkeley Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02166
Entity Type:	CORPORATION: DELAWARE

Name:	Classroom Connect, Inc.
Street Address:	222 Berkeley Street

City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02166
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1810528	KID PIX

CORRESPONDENCE DATA

Fax Number: (212)492-0364
 Email: mcarbullido@paulweiss.com, aashville@paulweiss.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: Mitchel R. Carbullido
 Address Line 1: 1285 Avenue of the Americas
 Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	19093-003
NAME OF SUBMITTER:	Mitchel R. Carbullido
Signature:	/Mitchel R. Carbullido/
Date:	10/05/2011

Total Attachments: 3

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Release of Security Interest in and Lien on Trademarks

This Release of Security Interest in and Lien on Trademarks ("Release"), dated as of September 30, 2011, is made by The Bank of New York Mellon Trust Company N.A. ("Agent") in favor of HMH Holdings (Delaware), Inc., HMH Publishing Company, Houghton Mifflin Harcourt Publishers Inc., HMH Publishers LLC, Houghton Mifflin Harcourt Publishing Company and certain subsidiaries of HMH Publishing Company Limited (collectively, "Grantors").

WHEREAS, pursuant to the First Lien Collateral Agreement, dated as of May 26, 2011 (as amended, restated, supplemented or otherwise modified), among Grantors and Agent, as collateral agent (the "Collateral Agreement"), Grantors granted to Agent for the benefit of the Secured Parties (as defined in the Collateral Agreement) a security interest in and lien on all right, title and interest of the Grantors in certain trademarks, including the trademark registrations and applications set forth on Schedule A attached hereto (the "Trademarks");

WHEREAS, the liens in the Trademarks granted to the Agent for the benefit of the Lenders were recorded in the United States Patent and Trademark Office on June 10, 2011 at Reel 4558, Frame 0001; and

WHEREAS, pursuant to the terms of the Collateral Agreement and the Indenture (as defined in the Collateral Agreement), the Issuers (as defined in the Collateral Agreement) have requested that the Agent release any and all security interest in and lien on the Trademarks held by Agent for the benefit of the Secured Parties; and


WHEREAS, pursuant to the Collateral Agreement and the Indenture, the Issuers have delivered to the Collateral Agent an Officer's Certificate and an Opinion of Counsel, each to the effect that the conditions precedent to such release have been satisfied;

NOW, THEREFORE, in accordance with the provisions of the Collateral Agreement and the Indenture, Agent does hereby release, relinquish and discharge its security interest in, to and under the Trademarks.

[Signature page follows.]

IN WITNESS WHEREOF, Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date hereinabove set forth.

The Bank of New York Mellon Trust
Company N.A., as Collateral Agent

By: 
Name: _____
Title: **J. Christopher Howe**
Senior Associate

[Signature page to Release of Security Interest in and Lien on Trademarks]

SCHEDULE A

Mark	Serial No./ Filing Date	Reg. No./ Reg. Date
KID PIX	74289094 June 29, 1992	1810528 December 14, 1993