TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HMH Supplemental Publishers Inc.		06/21/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Citibank, N.A.
Street Address:	390 Greenwich St
Internal Address:	1st Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10014
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 69

Property Type	Number	Word Mark
Registration Number:	2958353	ACCESS 21ST CENTURY
Registration Number:	3016479	ACTIVATE EARLY LEARNING
Registration Number:	3024884	HOLSBERG
Registration Number:	2157157	BUILDING STRATEGIES
Registration Number:	2840344	CORE SKILLS
Registration Number:	2421542	
Registration Number:	2419335	
Registration Number:	1745771	
Registration Number:	2077060	EDL
Registration Number:	2278206	ENGLISH ASAP
Registration Number:	2279508	ENGLISH ASAP
Registration Number:	2059992	GO WEST! THE HOMESTEADER'S CHALLENGE
Registration Number:	3254655	GREAT STRIDES

CH $1740.00 2958353

Registration Number:	3257646	IN STEP READERS
Registration Number:	2027056	LEARNING 100
Registration Number:	0805209	LISTEN AND READ
Registration Number:	3325487	LITERACY BY DESIGN
Registration Number:	3325486	LITERACY BY DESIGN
Registration Number:	3438858	LYNX
Registration Number:	3254657	LYNX
Registration Number:	3042127	MAX THE BEAR
Registration Number:	2595786	ON DECK
Registration Number:	2878973	ON OUR WAY TO ENGLISH
Registration Number:	2886065	ON OUR WAY TO ENGLISH
Registration Number:	2155408	PAIR-IT BOOKS
Registration Number:	2423479	PAIR-IT BOOKS
Registration Number:	2612602	PHONICS BUILD-A-WORD BOOKS
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:	2722469	POWER UP! BUILDING READING STRENGTH
Registration Number:	2958351	READS READING EVALUATION AND DIAGNOSIS SYSTEM
Registration Number:	3254627	READS READING EVALUATION AND DIAGNOSTIC SYSTEM
Registration Number:	2533714	RIGBY
Registration Number:	2561211	RIGBY
Registration Number:	2575274	RIGBY
Registration Number:	2685761	RIGBY BEST TEACHERS PRESS
Registration Number:	1819899	RSVP
Registration Number:	3171627	SAXON
Registration Number:	3171625	SAXON
Registration Number:	3224520	SAXON EARLY LEARNING
Registration Number:	3171487	SAXON EARLY LEARNING
Registration Number:	3182425	SMURTLES
Registration Number:	2983481	SAXON PHONICS
Registration Number:	2906700	START SMART
Registration Number:	3447786	STECK-VAUGHN
Registration Number:	3359068	STECK-VAUGHN
Registration Number:	1739812	STECK-VAUGHN COMPANY

	3787722	STECK-VAUGHN GATEWAYS
Registration Number:	3787721	STECK-VAUGHN GATEWAYS
Registration Number:	2299950	STECK-VAUGHN PHONICS READERS PLUS
Registration Number:	2637126	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING
Registration Number:	2644358	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING
Registration Number:	3256354	STEPS TO ACHIEVE
Registration Number:	2777742	STRENGTH IN NUMBERS
Registration Number:	3293260	SUMMER STUDIO
Registration Number:	3305783	SUMMER STUDIO
Registration Number:	1972667	TEST BEST
Registration Number:	2059993	THE MAP ROOM
Registration Number:	2838221	THINK-ALONGS
Registration Number:	2279507	TOOLS FOR PROBLEM SOLVING
Registration Number:	3258472	TOP LINE MATH
Registration Number:	1894104	TREASURY OF LITERATURE
Registration Number:	1894201	TREASURY OF LITERATURE
Registration Number:	1901641	TREASURY OF LITERATURE
Registration Number:	3364401	VOCABULARY ADVANTAGE
Registration Number:	2143050	WHAT ABOUT
Registration Number:	2487125	WONDER WRITERS
Registration Number:	1107295	WORD CLUES

CORRESPONDENCE DATA

Fax Number: 2124920364

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (212) 373-3364

Email: mcarbullido@paulweiss.com, emendes@paulweiss.com

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:	19093-007
NAME OF SUBMITTER:	Mitchel R. Carbullido
Signature:	/Mitchel R. Carbullido/
Date:	07/19/2012

source=HMH Supplemental Trademark Secuirty Agreement - Term#page1.tif
source=HMH Supplemental Trademark Secuirty Agreement - Term#page2.tif
source=HMH Supplemental Trademark Secuirty Agreement - Term#page3.tif
source=HMH Supplemental Trademark Secuirty Agreement - Term#page4.tif
source=HMH Supplemental Trademark Secuirty Agreement - Term#page5.tif
source=HMH Supplemental Trademark Secuirty Agreement - Term#page6.tif
source=HMH Supplemental Trademark Secuirty Agreement - Term#page7.tif
source=HMH Supplemental Trademark Secuirty Agreement - Term#page8.tif

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the "***Trademark Security Agreement***") dated June 21, 2012, is made by the Person listed on the signature pages hereof (the "***Grantor***") in favor of CITIBANK, N.A., as collateral agent (the "***Collateral Agent***") for the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, HMH HOLDINGS (DELAWARE), INC., a corporation organized under the laws of the State of Delaware ("***HMH Holdings***" or "***Holdings***"), HOUGHTON MIFFLIN HARCOURT PUBLISHERS INC., a corporation organized under the laws of the State of Delaware (***"HMHP"***), HMH PUBLISHERS LLC, a limited liability company organized under the laws of the State of Delaware (***"Publishers"***), HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY, a corporation organized under the laws of the Commonwealth of Massachusetts (***"HMCo"***, and, together with HMHP and Publishers and together with any of their successors pursuant to the Approved Plan of Reorganization, collectively, the "***Borrowers***" and each a "***Borrower***") and the subsidiaries of Holdings from time to time party thereto have entered into a Superpriority Senior Secured Debtor-in-Possession and Exit Term Loan Credit Agreement dated as of May 22, 2012 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "***Credit Agreement***"), with the Collateral Agent, as Administrative Agent, and as Collateral Agent, and the Lenders party thereto. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement.

WHEREAS, pursuant to the Credit Agreement, the Grantor has executed and delivered that certain Term Facility Guarantee and Collateral Agreement dated May 22, 2012 made by the Borrowers, the Grantor and the subsidiaries of Holdings from time to time party thereto to the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "***Security Agreement***").

WHEREAS, under the terms of the Security Agreement, the Grantor has granted to the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantor, and has agreed as a condition thereof to execute this Trademark Security Agreement for recording with the United States Patent and Trademark Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor agrees as follows:

Section 1 Grant of Security. The Grantor hereby grants to the Collateral Agent for the ratable benefit of the Secured Parties a security interest in all of the Grantor's right, title and interest in and to the trademark and service mark registrations and applications set forth in Schedule A hereto (provided that no security interest shall be granted in United States intent-to-use trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications under applicable federal law), together with the goodwill symbolized thereby (the "***Trademark Collateral***").

Section 2 Recordation. The Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Trademark Security Agreement.

Section 3 Execution in Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

Section 4 Grants, Rights and Remedies. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. The Security Agreement shall remain in full force and effect in accordance with its terms. In the event of any conflict between the Security Agreement and this Trademark Security Agreement, the terms of the Security Agreement shall control.

Section 5 Governing Law. This Trademark Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

[*Remainder of page intentionally left blank.*]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

HMH SUPPLEMENTAL PUBLISHERS INC., a Delaware corporation

By: _____
Name: William F. Bayers
Title: Executive Vice President, Secretary and General Counsel

Address for Notices:
222 Berkeley Street
Boston, MA 02116

[Signature page to Trademark Security Agreement – HMH Supplemental Publishers (Term)]

Schedule A

(See attached.)

Trademarks

Owner	Trademark	Country	Class	Filing Number	Filing Date	Reg No.	Reg Date	PTO Status
HMH Supplemental Publishers Inc.	ACCESS 21ST CENTURY	United States	9	78289582	8/20/2003	2958353	5/31/2005	REGISTERED
HMH Supplemental Publishers Inc.	ACTIVATE EARLY LEARNING	United States	16	78564854	2/10/2005	3016479	9/21/2005	REGISTERED
HMH Supplemental Publishers Inc.	ACTIVATE EARLY LEARNING	United States	9	78561314	2/5/2005	3024884	126/2005	REGISTERED
HMH Supplemental Publishers Inc.	BUILDING STRATEGIES	United States	16	74698769	7/10/1995	2157157	5/12/1998	REGISTERED
HMH Supplemental Publishers Inc.	CORE SKILLS & design	United States	16	78255024	5/28/2003	2840344	5/11/2004	REGISTERED
HMH Supplemental Publishers Inc.	Design (PAIR-IT BOOKS)	United States	16	75939764	3/9/2000	2421542	1/16/2001	REGISTERED
HMH Supplemental Publishers Inc.	Design (PAIR-IT BOOKS)	United States	9	75939765	3/9/2000	2419335	1/9/2001	REGISTERED
HMH Supplemental Publishers Inc.	Design (STECK-VAUGHN BOOK)	United States	16	74264972	4/13/1992	1745771	1/12/1993	REGISTERED
HMH Supplemental Publishers Inc.	EDL	United States	9, 16	75049920	1/29/1996	2077060	7/8/1997	REGISTERED
HMH Supplemental Publishers Inc.	EDL READING POWER MODULE	United States		73197402	12/19/1978	1140744	10/21/1980	REGISTERED
HMH Supplemental Publishers Inc.	ENGLISH ASAP	United States	16	75581650	11/3/1998	2278206	9/14/1999	REGISTERED
HMH Supplemental Publishers Inc.	ENGLISH ASAP	United States	9	75581652	11/3/1998	2279508	9/21/1999	REGISTERED
HMH Supplemental Publishers Inc.	GO WEST! THE HOMESTADER'S CHALLENGE	United States	9	74735580	9/28/1995	2059992	5/6/1997	REGISTERED
HMH Supplemental Publishers Inc.	GREAT STRIDES	United States	16	77054169	11/30/2006	3254655	6/26/2007	REGISTERED
HMH Supplemental Publishers Inc.	IN STEP READERS	United States	16	77054344	11/30/2006	3257646	7/3/2007	REGISTERED
HMH Supplemental Publishers Inc.	LEARNING 100	United States	9, 16	75049702	1/29/1996	2027056	12/31/1996	REGISTERED
HMH Supplemental Publishers Inc.	LISTEN AND READ	United States	9, 16	72198146	7/20/1964	0805209	3/8/1966	REGISTERED
HMH Supplemental Publishers Inc.	LITERACY BY DESIGN	United States	16	77054221	11/30/2006	3325487	10/30/2007	REGISTERED
HMH Supplemental Publishers Inc.	LITERACY BY DESIGN	United States	9	77054203	11/30/2006	3325486	10/30/2007	REGISTERED
HMH Supplemental Publishers Inc.	LYNX	United States	16	77054286	11/30/2006	3438858	6/3/2008	REGISTERED
HMH Supplemental Publishers Inc.	LYNX	United States	9	77054304	11/30/2006	3254657	7/26/2007	REGISTERED
HMH Supplemental Publishers Inc.	MAX THE BEAR	United States	9, 28	76297900	8/8/2001	3042127	1/10/2006	REGISTERED

Trademarks

Owner	Trademark	Country	Class	Filing Number	Filing Date	Reg No.	Reg Date	PTO Status
HMH Supplemental Publishers Inc.	ON DECK	United States	16	76186576	12/27/2000	2595786	7/16/2002	REGISTERED
HMH Supplemental Publishers Inc.	ON OUR WAY TO ENGLISH	United States	16	76546759	9/8/2003	2878973	8/31/2004	REGISTERED
HMH Supplemental Publishers Inc.	ON OUR WAY TO ENGLISH	United States	9	76546760	9/8/2003	2886065	9/21/2004	REGISTERED
HMH Supplemental Publishers Inc.	PAIR-IT BOOKS	United States	16	75088006	4/15/1996	2155408	5/5/1998	REGISTERED
HMH Supplemental Publishers Inc.	PAIR-IT BOOKS	United States	9	75939762	3/9/2000	2423479	1/23/2001	REGISTERED
HMH Supplemental Publishers Inc.	PHONICS BUILD-A-WORD BOOKS	United States	16	76333103	11/2/2001	2612602	8/27/2002	REGISTERED
HMH Supplemental Publishers Inc.	PHONICS BUILD-A-WORD BOOKS	United States	9	76333102	11/2/2001	2604729	8/6/2002	REGISTERED
HMH Supplemental Publishers Inc.	PHONICS BUILD-A-WORD BOOKS & design	United States	16	76276683	6/26/2001	2607321	8/13/2002	REGISTERED
HMH Supplemental Publishers Inc.	PHONICS BUILD-A-WORD BOOKS & design	United States	9	76276682	6/26/2001	2612374	8/27/2002	REGISTERED
HMH Supplemental Publishers Inc.	POWER UP! BUILDING READING STRENGTH	United States	16	76339122	11/16/2001	2722469	6/3/2003	REGISTERED
HMH Supplemental Publishers Inc.	REACHING UP	United States		75707684	5/17/1999	2523933	1/1/2002	REGISTERED
HMH Supplemental Publishers Inc.	READS READING EVALUATION AND DIAGNOSIS SYSTEM	United States	16	78289298	8/19/2003	2958351	5/31/2005	REGISTERED
HMH Supplemental Publishers Inc.	READS READING EVALUATION AND DIAGNOSIS SYSTEM	United States	16	77029714	10/26/2006	3254627	6/26/2006	REGISTERED
HMH Supplemental Publishers Inc.	RIGBY	United States	16	76056192	5/25/2000	2533714	1/29/2002	REGISTERED
HMH Supplemental Publishers Inc.	RIGBY	United States	42	76056391	5/25/2000	2561211	4/16/2002	REGISTERED
HMH Supplemental Publishers Inc.	RIGBY	United States	9	76055630	5/25/2000	2575274	6/4/2002	REGISTERED
HMH Supplemental Publishers Inc.	RIGBY BEST TEACHERS PRESS	United States	16	76332725	11/1/2001	2685761	2/11/2003	REGISTERED
HMH Supplemental Publishers Inc.	RSVP & design	United States	16	74383176	4/27/1993	1819899	2/8/1994	REGISTERED
HMH Supplemental Publishers Inc.	SAXON	United States	16	78840299	3/17/2006	3171627	11/14/2006	REGISTERED
HMH Supplemental Publishers Inc.	SAXON	United States	9	78839113	3/16/2006	3171625	11/14/2006	REGISTERED
HMH Supplemental Publishers Inc.	SAXON EARLY LEARNING	United States	16	78786447	1/6/2006	3224520	4/3/2007	REGISTERED
HMH Supplemental Publishers Inc.	SAXON EARLY LEARNING	United States	28	78786558	1/6/2006	3171487	11/14/2006	REGISTERED

Trademarks

Owner	Trademark	Country	Class	Filing Number	Filing Date	Reg No.	Reg Date	PTO Status
HMH Supplemental Publishers Inc.	SAXON EARLY LEARNING	United States	9	78786509	1/6/2006	3182425	12/12/2006	REGISTERED
HMH Supplemental Publishers Inc.	SAXON PHONICS	United States	16	76310867	9/10/2001	2983481	8/9/2005	REGISTERED
HMH Supplemental Publishers Inc.	START SMART	United States	16	78328771	11/17/2003	2906700	11/30/2004	REGISTERED
HMH Supplemental Publishers Inc.	STECK-VAUGHN	United States	16	77152996	4/10/2007	3447786	6/17/2008	REGISTERED
HMH Supplemental Publishers Inc.	STECK-VAUGHN	United States	9	77152773	4/10/2007	3359068	12/25/2007	REGISTERED
HMH Supplemental Publishers Inc.	STECK-VAUGHN COMPANY & design	United States	16	74264973	4/13/1992	1739812	12/15/1992	REGISTERED
HMH Supplemental Publishers Inc.	STECK-VAUGHN GATEWAYS	United States	16	76694658	12/5/2008	3787722	5/11/2010	REGISTERED
HMH Supplemental Publishers Inc.	STECK-VAUGHN GATEWAYS	United States	9	76694657	12/5/2008	3787721	5/11/2010	REGISTERED
HMH Supplemental Publishers Inc.	STECK-VAUGHN PHONICS READERS PLUS & design	United States	16	75581756	10/30/1998	2299950	12/14/1999	REGISTERED
HMH Supplemental Publishers Inc.	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING	United States	16	76264476	5/30/2001	2637126	10/15/2002	REGISTERED
HMH Supplemental Publishers Inc.	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING & design	United States	16	76285076	7/13/2001	2644358	10/29/2002	REGISTERED
HMH Supplemental Publishers Inc.	STEPS TO ACHIEVE	United States	16	78957664	8/22/2006	3256354	6/26/2007	REGISTERED
HMH Supplemental Publishers Inc.	STRENGTH IN NUMBERS	United States	16	76474151	12/10/2002	2777742	10/28/2003	REGISTERED
HMH Supplemental Publishers Inc.	SUMMER STUDIO	United States	9	77070129	12/22/2006	3293260	9/18/2007	REGISTERED
HMH Supplemental Publishers Inc.	SUMMER STUDIO	United States	9	77070113	12/22/2006	3305783	10/9/2007	REGISTERED
HMH Supplemental Publishers Inc.	TEST BEST	United States	16	74651361	3/24/1995	1972667	5/7/1996	REGISTERED
HMH Supplemental Publishers Inc.	THE MAP ROOM	United States	9	74735582	9/28/1995	2059993	5/6/1997	REGISTERED
HMH Supplemental Publishers Inc.	THINK-ALONGS	United States	16	76520622	5/23/2003	2838221	5/4/2004	REGISTERED
HMH Supplemental Publishers Inc.	TOOLS FOR PROBLEM SOLVING	United States	16	75581651	11/3/1998	2279507	9/21/1999	REGISTERED
HMH Supplemental Publishers Inc.	TOP LINE MATH	United States	16	78958294	8/23/2006	3258472	7/3/2007	REGISTERED
HMH Supplemental Publishers Inc.	TREASURY OF LITERATURE	United States	16	74543196	6/27/1994	1894104	5/16/1995	REGISTERED
HMH Supplemental Publishers Inc.	TREASURY OF LITERATURE	United States	28	74543265	6/27/1994	1894201	5/16/1995	REGISTERED

Trademarks

Owner	Trademark	Country	Class	Filing Number	Filing Date	Reg. No.	Reg Date	PTO Status
HMH Supplemental Publishers Inc.	TREASURY OF LITERATURE	United States	9	74542499	6/27/1994	1901641	6/27/1995	REGISTERED
HMH Supplemental Publishers Inc.	VOCABULARY ADVANTAGE	United States	16	77056191	12/4/2006	3364401	1/8/2008	REGISTERED
HMH Supplemental Publishers Inc.	WHAT ABOUT	United States	16	74698763	7/10/1995	2143050	3/10/1998	REGISTERED
HMH Supplemental Publishers Inc.	WONDER WRITERS	United States	16	75979432	4/26/1999	2487125	9/11/2001	REGISTERED
HMH Supplemental Publishers Inc.	WORD CLUES	United States	16	73165740	4/10/1978	1107295	11/28/1978	REGISTERED