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 Publishers LLC		06/21/2012	LIMITED LIABILITY COMPANY: 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: 116

Property Type	Number	Word Mark
Registration Number:	2942664	¡EXPRÉSATE!
Registration Number:	3059281	!EXPRESATE!
Registration Number:	2923895	¡EXPRÉSATE!
Registration Number:	1944730	¡VEN CONMIGO!
Registration Number:	1986122	!VEN CONMIGO!
Registration Number:	2746773	1866
Registration Number:	2695805	1866
Registration Number:	1164609	A HARVEST/HBJ BOOK
Registration Number:	1971829	ALLEZ, VIENS!
Registration Number:	1974217	ALLEZ, VIENS!
Registration Number:	3256356	AMERICAN ANTHEM
Registration Number:	3256357	AMERICAN ANTHEM
Registration Number:	1914332	ANYTIME IS MATH TIME

CH $2915.00 2942664

Registration Number:	2986461	ART EVERYWHERE
Registration Number:	2241120	ART EXPRESS
Registration Number:	2152220	ART EXPRESS
Registration Number:	3291632	BIEN DIT!
Registration Number:	3280540	BIEN DIT!
Registration Number:	1921998	BIOLOGY TODAY
Registration Number:	2180681	BIOSOURCES
Registration Number:	2180682	BIOSOURCES
Registration Number:	1811532	BROWNDEER PRESS
Registration Number:	1851090	
Registration Number:	1744474	BUILD-A-KIT
Registration Number:	2301714	CHEMFILE
Registration Number:	2037927	CIELO ABIERTO
Registration Number:	3260880	CIVICS IN PRACTICE
Registration Number:	3256351	CIVICS IN PRACTICE
Registration Number:	2105249	
Registration Number:	2092985	
Registration Number:	1725641	
Registration Number:	1755519	
Registration Number:	2232846	E-LAB
Registration Number:	2836198	ELEMENTS OF LANGUAGE
Registration Number:	2836200	ELEMENTS OF LANGUAGE
Registration Number:	2836208	ELEMENTS OF LITERATURE
Registration Number:	2836207	ELEMENTS OF LITERATURE
Registration Number:	2960848	OVEN CRUISER
Registration Number:	3138706	ELEMENTS OF READING
Registration Number:	3150816	ELEMENTS OF READING
Registration Number:	1839416	ESTRELLAS DE LA LITERATURA
Registration Number:	1839309	ESTRELLAS DE LA LITERATURA
Registration Number:	2754425	GEOSKILLS
Registration Number:	3257625	GO.HRW.COM
Registration Number:	2288303	GREEN LIGHT READERS
Registration Number:	2364545	
Registration Number:	1718098	GULLIVER BOOKS
Registration Number:	1757639	GULLIVER GREEN

	2373758	HARCOURT
Registration Number:	2399024	HARCOURT
Registration Number:	2418596	HARCOURT
Registration Number:	2386508	HARCOURT
Registration Number:	2384169	HARCOURT
Registration Number:	1922761	HARCOURT BRACE
Registration Number:	861393	HARVEST
Registration Number:	2844416	HOLT
Registration Number:	2779364	HOLT
Registration Number:	2303746	HOLT CHEMFILE
Registration Number:	2852163	HOLT ONLINE ESSAY SCORING
Registration Number:	2902739	HOLT ONLINE LEARNING
Registration Number:	3805187	HOLT SOUNDBOOTH
Registration Number:	1996112	HRW
Registration Number:	2008960	HRW
Registration Number:	1948433	HRW MULTIMEDIA CURRICULUM SYSTEMS
Registration Number:	1943779	HRW MULTIMEDIA CURRICULUM SYSTEMS
Registration Number:	2994745	IDEA WORKS!
Registration Number:	2131892	INSTANT READERS
Registration Number:	2131889	INSTANT READERS
Registration Number:	2131917	INSTANT READERS
Registration Number:	2131920	INSTANT READERS
Registration Number:	1778520	INTERACTIVE TEACHING PAC
Registration Number:	1892133	KOMM MIT!
Registration Number:	1917740	KOMM MIT!
Registration Number:	1916397	LIBROS VIAJERO
Registration Number:	2095020	MAGIC CARPET BOOKS
Registration Number:	2086328	MAGIC CARPET BOOKS
Registration Number:	2162808	MATH ADVANTAGE
Registration Number:	2159672	MATH ADVANTAGE
Registration Number:	3185016	MATH CENTER
Registration Number:	2574759	MATH JINGLES
Registration Number:	1692959	MATHEMATICS PLUS
Registration Number:	1743993	M.C. LION
Registration Number:	2853015	MILES THE MOLE

	2476222	MINIREAD
Registration Number:	2495065	MISSION: COMPREHENSION
Registration Number:	1877577	MODERN BIOLOGY
Registration Number:	1916234	MODERN BIOLOGY
Registration Number:	2773458	MODERN CHEMISTRY
Registration Number:	3057147	MODERN CHEMISTRY
Registration Number:	2773499	MODERN EARTH SCIENCE
Registration Number:	2874093	MOVING INTO ENGLISH
Registration Number:	2874092	MOVING INTO ENGLISH
Registration Number:	3067477	NUEVAS VISTAS
Registration Number:	3040227	NUEVAS VISTAS
Registration Number:	2086123	ON MY OWN
Registration Number:	2446541	ONE-STOP PLANNER
Registration Number:	2458216	PHONICS EXPRESS
Registration Number:	2800168	POWERNOTES
Registration Number:	1914331	PROBLEM SOLVING THINK ALONG
Registration Number:	1964571	RED WAGON BOOKS
Registration Number:	1959089	
Registration Number:	3127949	REFLECTIONS
Registration Number:	3131011	REFLECTIONS
Registration Number:	2126437	RELATOS DE LA HISTORIA
Registration Number:	3482986	RELATOS DE LA HISTORIA
Registration Number:	1708134	SCIENCEPLUS
Registration Number:	1778312	SCIENCEPLUS
Registration Number:	2133209	SILVER WHISTLE
Registration Number:	3349148	STORYTOWN
Registration Number:	3349147	STORYTOWN
Registration Number:	1979765	STRETCH YOUR THINKING
Registration Number:	1979764	TAKE ANOTHER LOOK
Registration Number:	1744519	TEACHER'S RESOURCEBANK
Registration Number:	2893957	THE INTERVENTION SOLUTION
Registration Number:	1908415	VOYAGER BOOKS
Registration Number:	1905624	WORKMAT

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:	07/20/2012

Total Attachments: 9

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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 PUBLISHERS LLC, a Delaware limited liability company

By: Houghton Mifflin Harcourt Publishers Inc., *its sole member*

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 Publishers LLC (Term)]

Schedule A

(See attached.)

Trademarks

Owner	Trademark	Country	Class	Filing Number	Filing Date	Reg. No.	Reg Date	PTO Status
HMH Publishers LLC	!EXPRESATE!	United States	16	76504112	4/4/2003	2942664	4/19/2005	REGISTERED
HMH Publishers LLC	!EXPRESATE!	United States	41	76504113	4/4/2003	3059281	2/14/2006	REGISTERED
HMH Publishers LLC	!EXPRESATE!	United States	9	76504116	4/4/2003	2923895	2/1/2005	REGISTERED
HMH Publishers LLC	!VEN CONMIGO!	United States	16	74535178	6/9/1994	1944730	12/26/1995	REGISTERED
HMH Publishers LLC	!VEN CONMIGO!	United States	9	74535250	7/18/1995	1986122	7/9/1996	REGISTERED
HMH Publishers LLC	1866 & design (HRW Owl logo)	United States	16	76447646	9/6/2002	2746773	8/5/2003	REGISTERED
HMH Publishers LLC	1866 & design (HRW Owl logo)	United States	9	78103103	1/16/2002	2695805	3/11/2003	REGISTERED
HMH Publishers LLC	A HARVEST / HBJ BOOK	United States	16	73204859	2/23/1979	1164609	8/11/1981	REGISTERED
HMH Publishers LLC	ALLEZ VIENS!	United States	16	76535309	6/4/1994	1971829	4/30/1996	REGISTERED
HMH Publishers LLC	ALLEZ VIENS!	United States	9	76535183	6/4/1994	1974217	5/14/1996	REGISTERED
HMH Publishers LLC	AMERICAN ANTHEM	United States	16	75957711	8/22/2006	3256356	6/26/2007	REGISTERED
HMH Publishers LLC	AMERICAN ANTHEM	United States	9	75957730	8/22/2006	3256357	6/26/2007	REGISTERED
HMH Publishers LLC	ANYTIME IS MATH TIME	United States	16	74421247	8/6/1993	1914332	8/22/1995	REGISTERED
HMH Publishers LLC	ART EVERYWHERE	United States	16	78354647	1/21/2004	2986461	8/16/2005	REGISTERED
HMH Publishers LLC	ART EXPRESS	United States	16	75257477	3/14/1997	2241120	4/20/1999	REGISTERED
HMH Publishers LLC	ART EXPRESS	United States	9	75257476	3/14/1997	2152220	4/21/1998	REGISTERED
HMH Publishers LLC	BIEN DIT!	United States	16	78577174	3/1/2005	3291632	9/11/2007	REGISTERED
HMH Publishers LLC	BIEN DIT!	United States	9	78577172	3/1/2005	3280540	8/14/2007	REGISTERED
HMH Publishers LLC	BIOLOGY TODAY	United States	16	7459320	10/27/1994	1921998	9/26/1995	REGISTERED
HMH Publishers LLC	BIOSOURCES	United States	16	74335257	8/4/1997	2180681	8/11/1998	REGISTERED
HMH Publishers LLC	BIOSOURCES	United States	9	74335258	8/4/1997	2180682	8/11/1998	REGISTERED
HMH Publishers LLC	BROWNDEER PRESS	United States	16	74282246	6/8/1992	1811532	12/14/1993	REGISTERED
HMH Publishers LLC	BROWNDEER PRESS & design	United States	16	74363107	2/24/1993	1851090	8/23/1994	REGISTERED
HMH Publishers LLC	BUILD-A-KIT	United States	16	74184214	7/12/1991	1744474	1/5/1993	REGISTERED
HMH Publishers LLC	CHEMFILE	United States	16	75505605	6/19/1998	2301714	12/21/1999	REGISTERED
HMH Publishers LLC	CIELO ABIERTO	United States	16	74733666	9/25/1995	2037927	2/11/1997	REGISTERED
HMH Publishers LLC	CIVICS IN PRACTICE	United States	16	78957613	8/22/2006	3260880	7/10/2007	REGISTERED

Trademarks

Owner	Trademark	Country	Class	Filing Number	Filing Date	Reg. No.	Reg Date	PTO Status
HMH Publishers LLC	CIVICS IN PRACTICE	United States	9	78957597	8/22/2006	3256351	6/26/2007	REGISTERED
HMH Publishers LLC	Design (INSTANT READERS Dog)	United States	16	75174504	9/30/1996	2105249	10/14/1997	REGISTERED
HMH Publishers LLC	Design (INSTANT READERS Dog)	United States	9	75140756	7/29/1996	2092985	9/2/1997	REGISTERED
HMH Publishers LLC	Design (MC Lion and book)	United States	16	74248054	2/20/1992	1725641	10/20/1992	REGISTERED
HMH Publishers LLC	Design (MC Lion)	United States	28	74272061	5/4/1992	1755519	3/2/1993	REGISTERED
HMH Publishers LLC	E-LAB	United States	41	75286417	5/1/1997	2232846	3/16/1999	REGISTERED
HMH Publishers LLC	ELEMENTS OF LANGUAGE	United States	16	76514608	4/24/2003	2836198	4/27/2004	REGISTERED
HMH Publishers LLC	ELEMENTS OF LANGUAGE	United States	9	76514612	4/24/2003	2836200	4/27/2004	REGISTERED
HMH Publishers LLC	ELEMENTS OF LITERATURE	United States	16	76515052	4/24/2003	2836208	4/27/2004	REGISTERED
HMH Publishers LLC	ELEMENTS OF LITERATURE	United States	9	76515051	4/24/2003	2836207	4/27/2004	REGISTERED
HMH Publishers LLC	ELEMENTS OF READING	United States	16	76541205	8/20/2003	2960848	6/7/2005	REGISTERED
HMH Publishers LLC	ELEMENTS OF READING	United States	41	78709780	9/9/2005	3138706	9/5/2006	REGISTERED
HMH Publishers LLC	ELEMENTS OF READING	United States	9	78709742	9/9/2005	3150816	10/3/2006	REGISTERED
HMH Publishers LLC	ESTRELLAS DE LA LITERATURA	United States	16	74431753	9/3/1993	1839416	6/14/1994	REGISTERED
HMH Publishers LLC	ESTRELLAS DE LA LITERATURA	United States	9	74431754	9/3/1993	1839309	6/14/1994	REGISTERED
HMH Publishers LLC	GEOSKILLS	United States	9	78098720	12/17/2001	2754425	8/19/2003	REGISTERED
HMH Publishers LLC	GOHRW.COM & design	United States	41	77036029	11/3/2006	3257625	7/3/2007	REGISTERED
HMH Publishers LLC	GREEN LIGHT READERS	United States	16	75519321	7/15/1998	2288303	10/19/1999	REGISTERED
HMH Publishers LLC	GREEN LIGHT READERS & design	United States	16	75779131	8/19/1999	2364545	7/4/2000	REGISTERED
HMH Publishers LLC	GULLIVER BOOKS	United States	16	74237348	1/13/1992	1718098	9/22/1992	REGISTERED
HMH Publishers LLC	GULLIVER GREEN	United States	16	74236960	1/13/1992	1757639	3/9/1993	REGISTERED
HMH Publishers LLC	HARCOURT	United States	16	75536759	8/14/1998	2373758	8/1/2000	REGISTERED
HMH Publishers LLC	HARCOURT	United States	41	75536761	8/14/1998	2399024	10/31/2000	REGISTERED
HMH Publishers LLC	HARCOURT	United States	9	75536758	8/14/1998	2418596	1/9/2001	REGISTERED
HMH Publishers LLC	HARCOURT & design	United States	16	75644739	2/22/1999	2386508	9/12/2000	REGISTERED
HMH Publishers LLC	HARCOURT & design	United States	9	75644733	2/22/1999	2384169	9/5/2000	REGISTERED
HMH Publishers LLC	HARCOURT BRACE	United States	9, 16	74343163	12/24/1992	1922761	9/26/1995	REGISTERED
HMH Publishers LLC	HARVEST	United States	16	72285737	11/28/1967	861393	12/3/1968	REGISTERED
HMH Publishers LLC	HOLT	United States	16	76492598	2/25/2003	2844416	5/25/2004	REGISTERED
HMH Publishers LLC	HOLT	United States	9	76472408	12/3/2002	2779364	11/4/2003	REGISTERED

Trademarks

Owner	Trademark	Country	Class	Filing Number	Filing Date	Reg No.	Reg Date	PTO Status
HMH Publishers LLC	HOLT CHEMFILE & design	United States	16	75511526	6/30/1998	2303746	12/28/1999	REGISTERED
HMH Publishers LLC	HOLT ONLINE ESSAY SCORING	United States	42	76492291	2/25/2003	2852163	6/8/2004	REGISTERED
HMH Publishers LLC	HOLT ONLINE LEARNING	United States	41	76494160	3/3/2003	2902739	11/16/2004	REGISTERED
HMH Publishers LLC	HOLT PROFESSIONAL DEVELOPMENT	United States		78532619	12/15/2004	3062874	2/28/2006	REGISTERED
HMH Publishers LLC	HOLT PROFESSIONAL DEVELOPMENT	United States		78524328	11/30/2004	3062822	2/28/2006	REGISTERED
HMH Publishers LLC	HOLT SOUNDBOOTH	United States	42	77046604	11/17/2006	3805187	6/22/2010	REGISTERED
HMH Publishers LLC	HRW	United States	16	74588424	10/5/1994	1996112	8/20/1996	REGISTERED
HMH Publishers LLC	HRW	United States	9	74582800	10/5/1994	2008960	10/15/1996	REGISTERED
HMH Publishers LLC	HRW MULTIMEDIA CURRICULUM SYSTEMS & design	United States	16	74583114	10/6/1994	1948433	1/16/1996	REGISTERED
HMH Publishers LLC	HRW MULTIMEDIA CURRICULUM SYSTEMS & design	United States	9	74583113	10/6/1994	1943779	12/26/1995	REGISTERED
HMH Publishers LLC	IDEA WORKS!	United States	9	78423626	5/24/2004	2994745	9/13/2005	REGISTERED
HMH Publishers LLC	INSTANT READERS	United States	16	75134284	7/15/1996	2131892	1/27/1998	REGISTERED
HMH Publishers LLC	INSTANT READERS	United States	9	75133888	7/15/1996	2131889	1/27/1998	REGISTERED
HMH Publishers LLC	INSTANT READERS & design	United States	16	75140755	7/29/1996	2131917	1/27/1998	REGISTERED
HMH Publishers LLC	INSTANT READERS & design	United States	9	75140906	7/29/1996	2131920	1/27/1998	REGISTERED
HMH Publishers LLC	INTERACTIVE TEACHING PAC	United States	16	74148504	3/18/1991	1778520	6/22/1993	REGISTERED
HMH Publishers LLC	KOMM MIT!	United States	16	74548066	7/11/1994	1892133	5/2/1995	REGISTERED
HMH Publishers LLC	KOMM MIT!	United States	9	74548066	7/11/1994	1917740	9/12/1995	REGISTERED
HMH Publishers LLC	LIBROS VIAJERO & design	United States	16	74544806	7/1/1994	1916397	9/5/1995	REGISTERED
HMH Publishers LLC	MAGIC CARPET BOOKS	United States	16	75161870	9/6/1996	2095020	9/9/1997	REGISTERED
HMH Publishers LLC	MAGIC CARPET BOOKS & design	United States	16	74698680	7/10/1995	2086328	8/5/1997	REGISTERED
HMH Publishers LLC	MATH ADVANTAGE	United States	16	75190998	11/1/1996	2162808	6/2/1998	REGISTERED
HMH Publishers LLC	MATH ADVANTAGE	United States	9	75190997	11/1/1996	2159672	5/19/1998	REGISTERED
HMH Publishers LLC	MATH CENTER	United States	9	76497285	3/14/2003	3185016	12/12/2006	REGISTERED
HMH Publishers LLC	MATH JINGLES	United States	9	78007897	5/12/2000	2574759	5/28/2002	REGISTERED

Trademarks

Owner	Trademark	Country	Class	Filing Number	Filing Date	Reg No.	Reg Date	PTO Status
HMH Publishers LLC	MATHEMATICS PLUS	United States	16	74114744	11/13/1990	1692959	6/9/1992	REGISTERED
HMH Publishers LLC	MC LION	United States	28	74184786	7/15/1991	1743993	12/29/1992	REGISTERED
HMH Publishers LLC	MILES THE MOLE	United States	9	76514839	5/16/2003	2853015	6/15/2004	REGISTERED
HMH Publishers LLC	MINIREAD	United States	16	75594255	11/23/1998	2476222	8/7/2001	REGISTERED
HMH Publishers LLC	MISSION: COMPREHENSION	United States	9	75923646	2/22/2000	2495065	10/2/2001	REGISTERED
HMH Publishers LLC	MODERN BIOLOGY	United States	16	74459119	11/17/1993	1877577	2/7/1995	REGISTERED
HMH Publishers LLC	MODERN BIOLOGY	United States	9	74562846	8/19/1994	1916234	9/5/1995	REGISTERED
HMH Publishers LLC	MODERN CHEMISTRY	United States	16	76471813	12/3/2002	2773458	10/14/2003	REGISTERED
HMH Publishers LLC	MODERN CHEMISTRY	United States	9	78373987	2/25/2004	3057147	2/7/2006	REGISTERED
HMH Publishers LLC	MODERN EARTH SCIENCE	United States	16	76481351	1/10/2003	2773499	10/14/2003	REGISTERED
HMH Publishers LLC	MOVING INTO ENGLISH	United States	16	76545498	9/5/2003	2874093	8/17/2004	REGISTERED
HMH Publishers LLC	MOVING INTO ENGLISH	United States	9	76545275	9/5/2003	2874092	8/17/2004	REGISTERED
HMH Publishers LLC	NUEVAS VISTAS	United States	16	78395542	4/2/2004	3067477	3/14/2006	REGISTERED
HMH Publishers LLC	NUEVAS VISTAS	United States	9	78396253	4/5/2004	3040227	1/10/2006	REGISTERED
HMH Publishers LLC	ON MY OWN	United States	16	75204157	11/25/1996	2086123	8/5/1997	REGISTERED
HMH Publishers LLC	ONE-STOP PLANNER	United States	9	76050109	5/16/2000	2446541	4/24/2001	REGISTERED
HMH Publishers LLC	PHONICS EXPRESS	United States	9	75706742	3/14/1999	2458216	6/5/2001	REGISTERED
HMH Publishers LLC	POWERNOTES	United States	9	76494052	3/3/2003	2800168	12/30/2003	REGISTERED
HMH Publishers LLC	PROBLEM SOLVING THINK ALONG	United States	16	74421246	8/6/1993	1914331	8/22/1995	REGISTERED
HMH Publishers LLC	RED WAGON BOOKS	United States	16	74508679	4/4/1994	1964571	3/26/1996	REGISTERED
HMH Publishers LLC	RED WAGON BOOKS & design	United States	16	74673950	5/15/1995	1959089	2/27/1996	REGISTERED
HMH Publishers LLC	REFLECTIONS	United States	16	78512180	11/5/2004	3127949	8/8/2006	REGISTERED
HMH Publishers LLC	REFLECTIONS	United States	9	78512194	11/5/2004	3131011	8/15/2006	REGISTERED
HMH Publishers LLC	RELATOS DE LA HISTORIA	United States	16	75190700	10/31/1996	2126437	12/30/1997	REGISTERED
HMH Publishers LLC	RELATOS DE LA HISTORIA	United States	16	77074802	1/3/2007	3482986	8/12/2008	REGISTERED
HMH Publishers LLC	SCIENCEPLUS	United States	16	74207025	9/30/1991	1708134	8/18/1992	REGISTERED

Trademarks

Owner	Trademark	Country	Class	Filing Number	Filing Date	Reg. No.	Reg Date	PTO Status
HMH Publishers LLC	SCIENCEPLUS	United States	9	74207097	9/25/1991	1778312	6/22/1993	REGISTERED
HMH Publishers LLC	SILVER WHISTLE	United States	16	75086540	4/10/1996	2133209	1/27/1998	REGISTERED
HMH Publishers LLC	STORYTOWN	United States	16	77024090	10/18/2006	3349148	12/4/2007	REGISTERED
HMH Publishers LLC	STORYTOWN	United States	9	77024065	10/18/2006	3349147	12/4/2007	REGISTERED
HMH Publishers LLC	STRETCH YOUR THINKING	United States	16	74700719	7/13/1995	1979765	6/11/1996	REGISTERED
HMH Publishers LLC	TAKE ANOTHER LOOK	United States	16	74700718	7/13/1995	1979764	6/11/1996	REGISTERED
HMH Publishers LLC	TEACHER'S RESOURCEBANK	United States	16	74274033	5/11/1992	1744519	1/5/1993	REGISTERED
HMH Publishers LLC	THE INTERVENTION SOLUTION	United States	16	76504102	4/4/2003	2893957	12/29/2003	REGISTERED
HMH Publishers LLC	VOYAGER BOOKS & design	United States	16	74489347	2/14/1994	1908415	8/1/1995	REGISTERED
HMH Publishers LLC	WORKMAT	United States	16	74540063	1/20/1994	1905624	7/18/1995	REGISTERED