

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
The McGraw-Hill Companies, Inc.		05/01/2013	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	McGraw Hill Financial, Inc.		
Street Address:	1221 Avenue of Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10020		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	85839672	LEARNSMART	
Registration Number:	4313819	ELL TEACHER GPS	
Registration Number:	4313820	NEW TEACHER GPS	
Registration Number:	2405402	KEY CURRICULUM PRESS	
Registration Number:	2042908	KEY TO...	
Registration Number:	3649643	THE KEY TO TRACKER	
Serial Number:	85793006	MOSAIC	
CORRESPONDENCE DATA			
Fax Number:	9142880023		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	914-821-9072		
Email:	tmdocket@leasonellis.com, clarke@leasonellis.com, dorman@leasonellis.com		
Correspondent Name:	Karin Segall		
Address Line 1:	One Barker Avenue, Fifth Floor		

OP \$190.00 85839672

Address Line 4: White Plains, NEW YORK 10601

ATTORNEY DOCKET NUMBER: 05842/809437-000

NAME OF SUBMITTER: Deirdre Clarke

Signature: /deirdreclarke/

Date: 07/25/2013

Total Attachments: 5

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on May
14, 2013.



A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

TRADEMARK
REEL: 005078 FRAME: 0708

NCR-26

130501000 665

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF THE MCGRAW-HILL COMPANIES, INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW**

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned hereby certify:

(1) The name of the Corporation is The McGraw-Hill Companies, Inc. The name under which the Corporation was formed was McGraw-Hill Publishing Company, Inc.

(2) The Certificate of Incorporation of the Corporation was filed by the Department of State on December 29, 1925.

(3) Article I of the Certificate of Incorporation of the Corporation is hereby amended to effect the change in the Corporation's name from "The McGraw-Hill Companies, Inc." to "McGraw Hill Financial, Inc.". Article I of the Certificate of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I. The corporate name shall be:
McGraw Hill Financial, Inc."

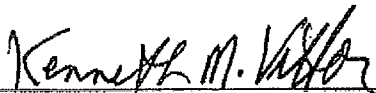
(4) This Amendment to the Certificate of Incorporation of the Corporation was properly authorized by vote at a meeting of the Corporation's Board of Directors, duly held on February 27, 2013, followed by the affirmative vote of at least a majority of all outstanding shares of Common Stock entitled to vote thereon at the Annual Meeting of Shareholders of the Corporation duly held on May 1, 2013.

Certificate of Amendment_SW.docx

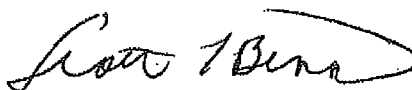
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**TRADEMARK
REEL: 005078 FRAME: 0709**

IN WITNESS WHEREOF, this Certificate has been signed this 1st day of May, 2013.



Kenneth M. Vittor
Executive Vice President



Scott L. Bennett
Secretary

New York State Department of Financial Service

I, Gene C. Brooks, First Assistant Counsel for Banking, New York State Department of Financial Services, hereby approve, pursuant to the New York Business Corporation Law Section 301(a)(5)(B), as amended, the use of the word or a derivative of the word "finance" in the name of MCGRAW HILL FINANCIAL, INC.

THE APPROVAL GRANTED HEREIN DOES NOT CONSTITUTE A LICENSE TO ENGAGE IN ANY PARTICULAR ACTIVITY OR INDICATE A DETERMINATION THAT NO SUCH LICENSE IS NECESSARY. IT DOES NOT ITSELF OPERATE TO RESERVE THE NAME WITH THE SECRETARY OF STATE.

In Witness Whereof, I have hereunto set my hand and affixed the official seal of the Department this 7th day of March 2013.



Gene C. Brooks
First Assistant Counsel

NCR-26

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FILED

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OF THE
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UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 01 2013

TAX \$ _____

BY: SCB

Prepared by:

Scott L. Bennett, Esq.
Senior Vice President, Secretary and
Associate General Counsel
The McGraw-Hill Companies, Inc.
1221 Avenue of the Americas
New York, New York 10020
(212) 512-3998

SCB

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RECEIVED

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Drawdown

Certificate of Amendment_SW.docx

RECORDED: 05/20/2013
RECORDED: 07/25/2013

TRADEMARK
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