#### TRADEMARK ASSIGNMENT

## Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2013

#### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ADVANCED LEARNING CENTERS, INC. d/b/a THE LEADERSHIP AND LEARNING CENTER		12/31/2013	CORPORATION: WYOMING

### 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: 13

Property Type	Number	Word Mark
Registration Number:	3833145	THE LEADERSHIP AND LEARNING CENTER
Registration Number:	3781124	UNWRAPPING THE STANDARDS
Registration Number:	3774149	UNWRAPPING THE STANDARDS
Registration Number:	3849095	VOCABULARY FOR ACADEMIC SUCCESS
Serial Number:	77700204	COMMON FORMATIVE ASSESSMENTS
Serial Number:	77700252	DATA TEAMS
Serial Number:	77700232	DECISION MAKING FOR RESULTS
Serial Number:	77858283	EFFECTIVE GRADING PRACTICES
Serial Number:	77699397	ENGAGING CLASSROOM ASSESSMENTS
Serial Number:	77699378	FIVE EASY STEPS
Serial Number:	77836493	IMPLEMENTATION AUDIT
		TPADEMARK

**REEL: 005188 FRAME: 0407** 

TRADEMARK

Serial Number:	77848235	IMPLEMENTATION REVIEW
Registration Number:	3960012	LEADERSHIP MAPS

#### **CORRESPONDENCE DATA**

Fax Number:

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

via US Mail.

Email: jfanelly@paulweiss.com, dewilliams@paulweiss.com

Correspondent Name: Jimmy Fanelly

Address Line 1: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	19093-011
NAME OF SUBMITTER:	James J. Fanelly
Signature:	/James J. Fanelly/
Date:	01/07/2014

#### Total Attachments: 6

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12-24-13;04:04PM;

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## The Commonwealth of Massachusetts

Filing Fee: \$125.00 Late Fee: \$25.00

William Francis Galvin Secretary of the Commonwealth

One Ashburton Place - Room 1717, Boston, Massachusetts 02108-1512

FORM MUST BE TYPEO

Annual Report for Domestic and Foreign Corporations

(General Laws Chapter 156D, Section 16.22, 950 CMR 113.57)

- (1) Exact name of the corporation: Advanced Learning Centers, inc.
- (2) Jurisdiction of incorporations Wyoming
- (3) Street address of the corporation's registered office in the commonwealth (number, street, etty or town, state, etp code): 155 Federal St., Suite 700, Boston, MA 02110
- (4) Name of the registered agent at the registered office: CT Corporation System
- (5) Street address of the corporation's principal office (number, street, city or nown, state, sip code): 317 Inverness Way South, Suite 150, Englewood, CO 80112-5857
- (6) Provide the names and addresses of the corporation's board of directors and its president, treasurer, secretary, and if different, its chief executive officer and chief financial officer.

**ADDRESS** 

President Linda Zecher 222 Berkeley Street, Boston, MA 02116

Treasurer Eric Shuman 222 Berkeley Street, Boston, MA 02116

Scarciary: William Bayers 222 Berkeley Street, Boston, MA 02116

TOTAL AUTHORIZED BY ARTICLES OF

Chief Executive Officers

Chief Financial Officers

Directors Linda Zecher, Eric Shuman, William Bayers

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(7) Briefly describe the business of the corporation; Education industry

(8-9) Capital stock of each class and series:

CLASS OF STOCK

	ORGANIZATION OR AMENUMENTS Number of Shares	TOTAL	Pumber of Shares	
COMMON	Untimited	200000000000000000000000000000000000000	100	
PREFERRED	None		None	
(10) Check if the stock of the co	rporation is publicly traded. [] r ending: June /_ (mosth)	30 (day)	/ 2013 (year)	
Signed by:	William Bar	yers		
Chairman of the board of dire	crors President day of December	Other officer	Court-appointed liduel	lary

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DE PC

12-26-13;10:30AM;

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

## Articles of Merger

FORM MUST BE TYPED

Involving Domestic Corporations,

Foreign Corporations or Foreign Other Entities (General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(I) EXACT NAME	(2) JU	RISDICTION		DATE OF ORGANIZATION
Houghton Mifflin Ha	rcourt Publishing Company	Massachusetts	05/18/1908	
Advanced Leaming	Centers, Inc.	Wyoming	12/7/1992	(6.00)
doing business as T	he Leadership and Learning	Center	M00000000000	V
(3) The foreign corpora	ation or other entity Dis /Dis n	or authorized to conc	luct business in the C	lommonwealth.
(4) Exact name of the s	surviving entity: <u>Houghton Mi</u>	fflin Harcourt Publis	shing Company	
(5) Jurisdiction under t	the laws of which the surviving c	entity will be organize	d: <u>Massachusetts</u>	
(6) The merger shall be 90 days from the de	effective at the time and on the are and time of filing is specified	date approved by the : 11:59 p.m., prov	Division, unless a la alling Eastern Time	or effective date not more than 1.12/31/2013
(7-8) For each domestic	corporation that is a party to the	in meikeu, "		
(check appropriate b	(ass)			
The plan of me vided by G.L.	arger was duly approved by the s Chapter 156D and the articles	dureholders, and whe of organization.	re required, by each	separate voting group as pro-
OR				
O The plan of m	serger did not require the approv	al of the shareholders	•	
(9) Participation of each which the other ent	h other domestic ensity, foreign ity or foteign corporation is orga	corporation, or foreign mized and by its organ	n other entity was dis sizational documents	ly authorized by the law under

\* Check appropriate box

EC.

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<sup>\*\*</sup> Provide this Information for each domestic corporation separately

(10) Attach any	amendment to articles of organization of the surviving entity, where the survivor is a domestic business corpora-
rion.	Supplies and supplies and supplies of the supp

- (11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.
- (12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: N/A

(number, street, city or town, state, vip code)

Signed	by:	(signature of auth	William Bayers	
	Chairman of the board of direc			
	President,			
Ø	Other officer,			
	Court-appointed fiduciary,			
on this	24th	day of December	. 201	3
Signed !	by:		Linda Zecher	N.
		(signature of autho	rized individual)	
	Chairman of the board of direct	tors,		
22	President.			
	Other officer,			
	Court-appointed fiduciary,			
on this _	24th	day of <u>December</u>	. 2013	<u> </u>

Signad	by:	**************************************	William Bayers	i
		(signature of authoriz	ed individual)	***************************************
	Chairman of the board of direc	zors,		
	Prezident,			
(2)	Other officer,			
	Coun-appointed fiduciary,			
on this	24th	day of December	, 20-	13
Signed !	by HB-	liignature of anthorize	Linda Zecher	visition-reconnection
	Chaleman of the board of direct	ors,		
Z	President,			
	Other officer,			
$\Box$	Cours-appointed fiductory,			
on this_	24th	day of <u>December</u>	, 201	3 .

MA SOC Filing Number: 201360305420 Date: 12/26/2013 9:29:00 AM

#### THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

December 26, 2013 09:29 AM

WILLIAM FRANCIS GALVIN

Steering Traing Jakin

Secretary of the Commonwealth

A TRUE COPY ATTEST

SECRETARY OF THE COMMONWEALTH

DATE 2/26/3 CLERK MLR.

TRADEMARK
REEL: 005188 FRAME: 0414

RECORDED: 01/07/2014