

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM359314

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|---|--|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| HMH Publishers LLC | | 10/20/2015 | LIMITED LIABILITY COMPANY: DELAWARE |
| 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: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2373758 | HARCOURT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2122265085 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 212-226-5054 | | |
| Email: | trademarks@powleygibson.com | | |
| Correspondent Name: | Mary A. Donovan, Esq, | | |
| Address Line 1: | 304 Hudson Street, Suite 202 | | |
| Address Line 4: | New York, NEW YORK 10013 | | |
| ATTORNEY DOCKET NUMBER: | 1701.6 | | |
| NAME OF SUBMITTER: | Samantha Butler | | |
| SIGNATURE: | /sbutler/ | | |
| DATE SIGNED: | 10/20/2015 | | |
| Total Attachments: 1 | | | |
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OP \$40.00 2373758

ASSIGNMENT OF TRADEMARK

WHEREAS, HMH Publishers LLC, a limited liability company organized and existing pursuant to the laws of the state of Delaware, located at 222 Berkeley Street, Boston, Massachusetts 02116 (hereinafter referred to as "ASSIGNOR"), is the owner of trademark registration number 2373758 for the mark HARCOURT (hereinafter referred to as the "TRADEMARK"); and

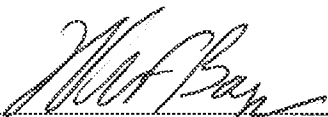
WHEREAS, Houghton Mifflin Harcourt Publishing Company, a corporation organized and existing pursuant to the laws of the state of Massachusetts, located at 222 Berkeley Street, Boston, Massachusetts 02116 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all of the right, title and interest of ASSIGNOR in and to the TRADEMARK, together with the goodwill of the business associated with the TRADEMARK; and

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR hereby transfers and assigns to ASSIGNEE the entire right, title and interest of ASSIGNOR in and to the TRADEMARK throughout the world, including the goodwill associated with the TRADEMARK, and the registration therefor together with the right to bring actions, defend against or otherwise recover damages or other compensation for past, present or future infringements, dilutions, misappropriations, or other violations thereof; and

ASSIGNOR further agrees to execute such further documents as may be required to record ASSIGNEE as the owner of the TRADEMARK and the registration herein assigned.

IN WITNESS WHEREOF, ASSIGNOR has executed this instrument this 20 day of October, 2015.

HMH Publishers LLC

By: 
Name: William F. Bayers, Esq.
Title: EVP and General Counsel