

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM389610

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
McGraw-Hill Global Education Holdings, LLC		05/04/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Credit Suisse AG, Cayman Islands Branch		
Street Address:	11 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	Bank: SWITZERLAND		
PROPERTY NUMBERS Total: 114			
Property Type	Number	Word Mark	
Registration Number:	4714695	LEARNING AT THE SPEED OF YOU	
Registration Number:	4732464	CONÉCTATE	
Registration Number:	4676307	CONNECT INSIGHT	
Registration Number:	4573393	MCGRAW HILL EDUCATION PRACTICE	
Registration Number:	4507784	RESIDENT READINESS	
Registration Number:	4790994	MCGRAW HILL EDUCATION CREATE	
Registration Number:	4637811	MCGRAW HILL EDUCATION CONNECT	
Registration Number:	4548646	LEARNSMART ADVANTAGE	
Registration Number:	4477107	LEARNSMART	
Registration Number:	4664266	MCGRAW-HILL EDUCATION	
Registration Number:	4664267	MCGRAW HILL EDUCATION	
Registration Number:	4431171	ONETOUCH AUTOMATION	
Registration Number:	4408758	ONE TOUCH AUTOMATION	
Registration Number:	4720562	SMARTBOOK	
Registration Number:	4837104	SMARTBUILDER	
Registration Number:	4540368	SMARTBOOK	
Registration Number:	4305149	ACCESS EMERGENCY MEDICINE	
Registration Number:	4308676	ACCESS EMERGENCY MEDICINE	
Registration Number:	4275839	M WE LISTEN	
TRADEMARK			

OP \$2865.00 4714695

Property Type	Number	Word Mark
Registration Number:	4295726	M POWERS U
Registration Number:	4295654	M IS MOTIVATION. M IS MOMENTUM. M IS MOV
Registration Number:	4275837	M WE LISTEN
Registration Number:	4275834	M
Registration Number:	4394868	ARE YOU M-POWERED?
Registration Number:	4269878	MCGRAW-HILL ITEACH
Registration Number:	4259039	MCGRAW-HILL WORKFORCE CONNECTS
Registration Number:	4358733	HARRISON MEDICINA
Registration Number:	4146428	HACKING EXPOSED
Registration Number:	4138996	PRACTICE PLUS
Registration Number:	4339395	MCGRAW-HILL STUDIO SPACE
Registration Number:	4211147	MCGRAW-HILL LEARNSMART
Registration Number:	4095883	DIAGNOSAURUS
Registration Number:	4256045	
Registration Number:	4042146	RADREVIEWEASY
Registration Number:	4042148	HARRISON'S
Registration Number:	4073447	ACCESSENGINEERING
Registration Number:	4073448	ACCESSPHYSIOTHERAPY
Registration Number:	4120756	ACCESS PHYSIOTHERAPY
Registration Number:	4127993	MCGRAW HILL LANGE
Registration Number:	4206814	EASY
Registration Number:	4203012	EASY
Registration Number:	3998035	PAEASY
Registration Number:	4055297	PERFECT PHRASES
Registration Number:	3997957	GRADEGURU
Registration Number:	3997961	PAEASY
Registration Number:	3997968	RADREVIEWEASY
Registration Number:	4107602	HARRISON'S
Registration Number:	3957937	ACCESSPHARMACY
Registration Number:	4005483	ACCESSSURGERY
Registration Number:	4005477	ACCESSANESTHESIOLOGY
Registration Number:	3957935	ACCESS ANESTHESIOLOGY
Registration Number:	3957936	ACCESS SURGERY
Registration Number:	4005473	ACCESS PHARMACY
Registration Number:	4082288	LANGE
Registration Number:	4065962	ACCESS ENGINEERING
Registration Number:	4065951	TAB
Registration Number:	4065952	TAB

Property Type	Number	Word Mark
Registration Number:	3957920	SCHAUM'S
Registration Number:	4001789	QUICK STEPS
Registration Number:	4001790	QUICK STEPS
Registration Number:	4077961	ACCESS PEDIATRICS
Registration Number:	4226282	5 STEPS TO A 5
Registration Number:	4222453	5 STEPS TO A 5
Registration Number:	4163138	PRACTICE MAKES PERFECT
Registration Number:	4133928	ACCESS SCIENCE
Registration Number:	4077958	ACCESSPEDIATRICS
Registration Number:	3973708	EVIL GENIUS
Registration Number:	3988680	MCGRAW-HILL CONNECT
Registration Number:	4001164	DEMYSTIFIED
Registration Number:	3925209	DEMYSTIFIED
Registration Number:	3875930	ACCESSMEDICINE
Registration Number:	3875931	ACCESS MEDICINE
Registration Number:	4342863	LABSMART
Registration Number:	4230305	MCGRAW-HILL CREATE
Registration Number:	3981924	CONNECT LEARN SUCCEED
Registration Number:	3820188	ISPEAK
Registration Number:	3642582	EZ TEST ONLINE
Registration Number:	3712990	MC GRAW HILL CONNECT
Registration Number:	3585804	CASE FILES
Registration Number:	4099234	ROUND TABLE VIEWPOINTS
Registration Number:	3686681	
Registration Number:	4099235	ROUNDTABLE VIEWPOINTS
Registration Number:	3316962	MCGRAW-HILL IRWIN
Registration Number:	3474619	S CLASSIC EDITION SOURCES
Registration Number:	3428892	CLASSIC EDITION SOURCES
Registration Number:	3200705	JUST THE FACTS
Registration Number:	3195916	JUST THE FACTS
Registration Number:	3341044	LANGE Q&A
Registration Number:	3034369	DEMYSTIFIED
Registration Number:	2963151	SIMNET
Registration Number:	2899528	MCGRAW HILL
Registration Number:	3003547	THE BAFFLED PARENT'S GUIDE TO
Registration Number:	2503637	FIRST AID FOR THE
Registration Number:	2478414	ACCESSSCIENCE
Registration Number:	2267132	CLASSROOM IMPACT

Property Type	Number	Word Mark
Registration Number:	1718118	IRWIN
Registration Number:	1774073	IRWIN
Registration Number:	1785459	INTERNATIONAL MARINE
Registration Number:	1543315	EZ-TEST
Registration Number:	1466331	GREGG
Registration Number:	1305853	ANNUAL EDITIONS
Registration Number:	1264198	TAKING SIDES
Registration Number:	4733567	MCGRAW-HILL
Registration Number:	1350345	MCGRAW-HILL
Registration Number:	1128980	PRETEST
Registration Number:	1073592	TRENDLINE
Serial Number:	86965904	CONNECT
Serial Number:	86965927	CREATE
Serial Number:	86900313	CODING COACH
Serial Number:	86831147	UNLOCK LEARNING
Serial Number:	86827042	CASE FILES
Serial Number:	86676070	CONNECT MASTER
Serial Number:	86544047	BECAUSE LEARNING CHANGES EVERYTHING
Serial Number:	86469483	CONNECT COLLEGE READINESS

CORRESPONDENCE DATA

Fax Number: 8004947512

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.

Phone: 202-370-4750

Email: ipteam@nationalcorp.com

Correspondent Name: Joanna McCall

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: National Corporate Research, LTD

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F162920
NAME OF SUBMITTER:	Sonya Jackman
SIGNATURE:	/Sonya Jackman/
DATE SIGNED:	06/29/2016

Total Attachments: 14

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Trademark Security Agreement

TRADEMARK SECURITY AGREEMENT, dated as of May 4, 2016 (this "Agreement"), made by MCGRAW-HILL GLOBAL EDUCATION HOLDINGS, LLC, a Delaware limited liability company (the "Pledgor"), in favor of CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement (First Lien), dated as of May 4, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among McGraw-Hill Global Education Intermediate Holdings, LLC, McGraw-Hill Global Education Holdings, LLC (the "Borrower"), each subsidiary of the Borrower identified therein and Credit Suisse AG, Cayman Islands Branch, as collateral agent (together with its successors and assigns in such capacity, the "Collateral Agent") for the Secured Parties (as defined therein). The parties hereto agree as follows:

SECTION 1. **Terms.** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. **Grant of Security Interest.** As security for the payment and performance, as applicable, in full of the Secured Obligations, the Pledgor pursuant to the Collateral Agreement did, and hereby does, assign and pledge to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of such Pledgor's right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the "IP Collateral");

All Trademarks of the United States of America of such Pledgor, including those listed on Schedule I; provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any "intent-to-use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any assignment of an "intent-to-use" application prior to such filing would violate the Lanham Act.

SECTION 3. **Collateral Agreement.** The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the IP Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of

any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. *Counterparts*. This Agreement may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Agreement by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. *Governing Law*. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

MCGRAW-HILL GLOBAL EDUCATION
HOLDINGS, LLC

By: 

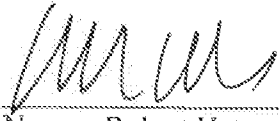
Name: Patrick Milano

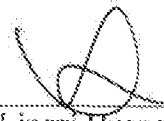
Title: Executive Vice President, Chief
Financial Officer, Chief
Administrative Officer and
Assistant Secretary

[Signature Page to Trademark Security Agreement: First Lien – Global]

TRADEMARK
REEL: 005824 FRAME: 0506

CREDIT SUISSE AG, CAYMAN
ISLANDS BRANCH,
as Collateral Agent,

By: 
Name: Robert Hetu
Title: Authorized Signatory

By: 
Name: Lingzi Huang
Title: Authorized Signatory

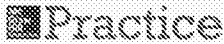




[Signature Page to Trademark Security Agreement: First Lien -- Global]

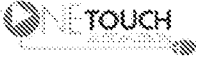


TRADEMARK
REEL: 005824 FRAME: 0507



Schedule I
to Trademark Security Agreement


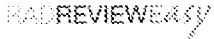
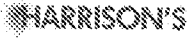

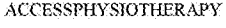
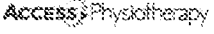




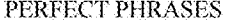
Trademarks Owned by McGraw-Hill Global Education Holdings, LLC


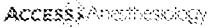
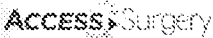
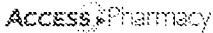
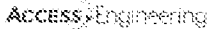
U.S. Trademark Registrations


Trademark Name	Application Number	Registration Date	Registration Number
LEARNING AT THE SPEED OF YOU LEARNING AT THE SPEED OF YOU	86116035	07-APR-2015	4714695
CONÉCTATE CONÉCTATE	86105185	05-MAY-2015	4732464
CONNECT INSIGHT CONNECT INSIGHT	86079473	20-JAN-2015	4676307
MCGRAW HILL EDUCATION PRACTICE 	85915810	22-JUL-2014	4573393
RESIDENT READINESS 	85899564	01-APR-2014	4507784
MCGRAW HILL EDUCATION CREATE 	85853216	11-AUG-2015	4790994
MCGRAW HILL EDUCATION CONNECT 	85848997	11-NOV-2014	4637811
LEARNSMART ADVANTAGE LEARNSMART ADVANTAGE	85839656	10-JUN-2014	4548646
LEARNSMART LEARNSMART	85839672	04-FEB-2014	4477107
MCGRAW-HILL EDUCATION MCGRAW-HILL EDUCATION	85832830	30-DEC-2014	4664266
MCGRAW HILL EDUCATION 	85832839	30-DEC-2014	4664267



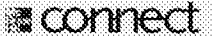

Trademark Name	Application Number	Registration Date	Registration Number
ONETOUCH AUTOMATION 	85740182	12-NOV-2013	4431171
ONE TOUCH AUTOMATION ONE TOUCH AUTOMATION	85740186	24-SEP-2013	4408758
SMARTBOOK SMARTBOOK	85721679	14-APR-2015	4720562
SMARTBUILDER SMARTBUILDER	85721682	20-OCT-2015	4837104
SMARTBOOK	85981591	27-MAY-2014	4540368
ACCESS EMERGENCY MEDICINE ACCESS EMERGENCY MEDICINE	85687258	19-MAR-2013	4305149
ACCESS EMERGENCY MEDICINE 	85686335	26-MAR-2013	4308676
M WE LISTEN 	85676528	15-JAN-2013	4275839
M POWERS U M POWERS U	85676772	26-FEB-2013	4295726
M IS MOTIVATION. M IS MOMENTUM. M IS MOVING FORWARD. M IS MCGRAW-HILL. M IS MOTIVATION. M IS MOMENTUM. M IS MOVING FORWARD. M IS MCGRAW-HILL.	85675505	26-FEB-2013	4295654
M WE LISTEN M WE LISTEN	85675563	15-JAN-2013	4275837

Trademark Name	Application Number	Registration Date	Registration Number
M 	85674682	15-JAN-2013	4275834
ARE YOU M-POWERED? ARE YOU M-POWERED?	85674687	03-SEP-2013	4394868
MCGRAW-HILL ITEACH 	85634033	01-JAN-2013	4269878
MCGRAW-HILL WORKFORCE CONNECTS MCGRAW-HILL WORKFORCE CONNECTS	85488127	11-DEC-2012	4259039
HARRISON MEDICINA HARRISON MEDICINA	85485016	25-JUN-2013	4358733
HACKING EXPOSED HACKING EXPOSED	85432565	22-MAY-2012	4146428
PRACTICE PLUS PRACTICE PLUS	85423190	08-MAY-2012	4138996
MCGRAW-HILL STUDIO SPACE MCGRAW-HILL STUDIO SPACE	85409224	21-MAY-2013	4339395
MCGRAW-HILL LEARNSMART MCGRAW-HILL LEARNSMART	85346643	18-SEP-2012	4211147
DIAGNOSAURUS DIAGNOSAURUS	85337046	07-FEB-2012	4095883

Trademark Name	Application Number	Registration Date	Registration Number
Design Only 	85336692	11-DEC-2012	4256045
RADREVIEWEASY 	85287342	18-OCT-2011	4042146
HARRISON'S 	85287560	18-OCT-2011	4042148
ACCESSENGINEERING 	85286148	20-DEC-2011	4073447
ACCESSPHYSIOTHERAPY 	85286203	20-DEC-2011	4073448
ACCESS PHYSIOTHERAPY 	85286354	03-APR-2012	4120756
MC GRAW HILL LANGE 	85286833	17-APR-2012	4127993
EASY 	85210802	11-SEP-2012	4206814
EASY 	85210854	04-SEP-2012	4203012
PAEASY 	85210978	19-JUL-2011	3998035
PERFECT PHRASES 	85210105	15-NOV-2011	4055297

Trademark Name	Application Number	Registration Date	Registration Number
GRADEGURU 	85209848	19-JUL-2011	3997957
PAEASY PAEASY	85209908	19-JUL-2011	3997961
RADREVIEWEASY RADREVIEWEASY	85210000	19-JUL-2011	3997968
HARRISON'S HARRISON'S	85202718	06-MAR-2012	4107602
ACCESSPHARMACY ACCESSPHARMACY	85189328	10-MAY-2011	3957937
ACCESSSURGERY ACCESSSURGERY	85188791	02-AUG-2011	4005483
ACCESSANESTHESIOLOGY ACCESSANESTHESIOLOGY	85188288	02-AUG-2011	4005477
ACCESS ANESTHESIOLOGY 	85187692	10-MAY-2011	3957935
ACCESS SURGERY 	85187704	10-MAY-2011	3957936
ACCESS PHARMACY 	85187712	02-AUG-2011	4005473
LANGE LANGE	85184350	10-JAN-2012	4082288
ACCESS ENGINEERING 	85184390	06-DEC-2011	4065962
TAB TAB	85183585	06-DEC-2011	4065951



Trademark Name	Application Number	Registration Date	Registration Number
TAB 	85183643	06-DEC-2011	4065952
SCHAUM'S SCHAUM'S	85182602	10-MAY-2011	3957920
QUICK STEPS QUICK STEPS	85182687	26-JUL-2011	4001789
QUICK STEPS 	85182737	26-JUL-2011	4001790
ACCESS PEDIATRICS 	85164702	27-DEC-2011	4077961
5 STEPS TO A 5 5 STEPS TO A 5	85164733	16-OCT-2012	4226282
5 STEPS TO A 5 	85164785	09-OCT-2012	4222453
PRACTICE MAKES PERFECT PRACTICE MAKES PERFECT	85164894	26-JUN-2012	4163138
ACCESS SCIENCE 	85165027	01-MAY-2012	4133928
ACCESSPEDIATRICS ACCESSPEDIATRICS	85163988	27-DEC-2011	4077958
EVIL GENIUS EVIL GENIUS	85145148	07-JUN-2011	3973708

Trademark Name	Application Number	Registration Date	Registration Number
MCGRAW-HILL CONNECT MCGRAW-HILL CONNECT	85110958	05-JUL-2011	3988680
DEMYSTIFIED DEMYSTIFIED	85074662	26-JUL-2011	4001164
DEMYSTIFIED DeMYSTiFieD	85074723	01-MAR-2011	3925209
ACCESSMEDICINE ACCESSMEDICINE	77910088	16-NOV-2010	3875930
ACCESS MEDICINE 	77910191	16-NOV-2010	3875931
LABSMART LABSMART	77841536	28-MAY-2013	4342863
MCGRAW-HILL CREATE MCGRAW-HILL CREATE	77757967	23-OCT-2012	4230305
CONNECT LEARN SUCCEED CONNECT LEARN SUCCEED	77635939	21-JUN-2011	3981924
ISPEAK ISPEAK	77623610	20-JUL-2010	3820188
EZ TEST ONLINE 	77584501	23-JUN-2009	3642582
MC GRAW HILL CONNECT 	77531675	17-NOV-2009	3712990
CASE FILES CASE FILES	77440277	10-MAR-2009	3585804
ROUND TABLE VIEWPOINTS ROUND TABLE VIEWPOINTS	77285712	14-FEB-2012	4099234
<i>Design Only</i> 	77285729	22-SEP-2009	3686681

Trademark Name	Application Number	Registration Date	Registration Number
ROUNDTABLE VIEWPOINTS 	77285748	14-FEB-2012	4099235
MCGRAW-HILL IRWIN MCGRAW-HILL IRWIN	77123877	23-OCT-2007	3316962
S CLASSIC EDITION SOURCES 	77116894	29-JUL-2008	3474619
CLASSIC EDITION SOURCES CLASSIC EDITION SOURCES	77116909	13-MAY-2008	3428892
JUST THE FACTS 	78671418	23-JAN-2007	3200705
JUST THE FACTS JUST THE FACTS	78671369	09-JAN-2007	3195916
LANGE Q&A LANGE Q&A	78576279	20-NOV-2007	3341044
DEMYSTIFIED DEMYSTIFIED	78378857	27-DEC-2005	3034369
SIMNET	78311752	21-JUN-2005	2963151

Trademark Name	Application Number	Registration Date	Registration Number
MCGRAW HILL 	78242725	02-NOV-2004	2899528
THE BAFFLED PARENT'S GUIDE TO	78214591	04-OCT-2005	3003547
FIRST AID FOR THE	75922187	06-NOV-2001	2503637
ACCESSSCIENCE	75643387	14-AUG-2001	2478414
CLASSROOM IMPACT	75503608	03-AUG-1999	2267132
IRWIN	74800520	22-SEP-1992	1718118
IRWIN	74108549	01-JUN-1993	1774073
INTERNATIONAL MARINE	73768453	03-AUG-1993	1785459
EZ-TEST	73675444	13-JUN-1989	1543315
GREGG	73656534	24-NOV-1987	1466331
ANNUAL EDITIONS	73417082	20-NOV-1984	1305853
TAKING SIDES	73385606	17-JAN-1984	1264198
MCGRAW-HILL	75975069	23-JUL-1985	4733567
MCGRAW-HILL	73348112	23-JUL-1985	1350345
PRETEST 	73169087	08-JAN-1980	1128980
TRENDLINE	73083026	20-SEP-1977	1073592

U.S. Trademark Applications

Trademark Name	Application Number	Application Date	Registration Number
CONNECT 	86965904	6-APR-2016	N/A
CREATE 	86965927	6-APR-2016	N/A

Trademark Name	Application Number	Application Date	Registration Number
CODING COACH CODING COACH	86900313	8-FEB-2016	N/A
UNLOCK LEARNING UNLOCK LEARNING	86831147	24-NOV-2015	N/A
CASE FILES CASE FILES	86827042	20-NOV-2015	N/A
CONNECT MASTER CONNECT MASTER	86676070	26-JUN-2015	N/A
BECAUSE LEARNING CHANGES EVERYTHING BECAUSE LEARNING CHANGES EVERYTHING	86544047	24-FEB-2015	N/A
CONNECT COLLEGE READINESS CONNECT COLLEGE READINESS	86469483	2-DEC-2014	N/A