

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM414208

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2015		
SEQUENCE:	2		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Riverside Publishing Company		12/31/2015	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Houghton Mifflin Harcourt Publishing Company		
Street Address:	125 High Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	Corporation: MASSACHUSETTS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3912895	SCHOOLCHAPTERS	
CORRESPONDENCE DATA			
Fax Number:	6173511125		
<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:	(617)351-3267		
Email:	Vicki.Garbe@hnhco.com		
Correspondent Name:	David Eber, HNH Company		
Address Line 1:	125 High Street		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	David Eber		
SIGNATURE:	/David Eber/		
DATE SIGNED:	01/31/2017		
Total Attachments: 9			
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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:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
<u>The Riverside Publishing Company</u>	<u>Delaware</u>	<u>04/18/1979</u>
<u>Houghton Mifflin Harcourt Publishing Company</u>	<u>Massachusetts</u>	<u>05/18/1908</u>

(3) The foreign corporation or other entity ☒ is / ☐ is not* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: Houghton Mifflin Harcourt Publishing Company

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: 10:00 a.m., prevailing Eastern Time, 12/31/2015

(7-8) For each domestic corporation that is a party to the merger:**

(check appropriate box)

☒ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☐ The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

* Check appropriate box

** Provide this information for each domestic corporation separately

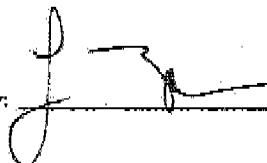
(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(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, zip code)

Signed by:



Linda K. Zecher

(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 28th day of December, 2015

Signed by:

William F. Bayers

(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this _____ day of _____, _____

Signed by: _____ Linda K. Zecher
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this _____ day of _____

Signed by: _____ William F. Bayers
(signature of authorized individual)

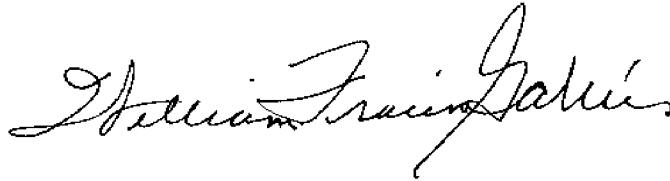
- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this 28th day of December 2015

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 28, 2015 09:35 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE RIVERSIDE PUBLISHING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY" UNDER THE NAME OF "HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2015, AT 8:17 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

5920082 8100M
SR# 20151532535

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10685248
Date: 12-28-15

TRADEMARK
REEL: 005976 FRAME: 0774

CERTIFICATE OF MERGER

OF

THE RIVERSIDE PUBLISHING COMPANY
(a Delaware corporation)

WITH AND INTO

HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY
(a Massachusetts corporation)

Houghton Mifflin Harcourt Publishing Company, a Massachusetts corporation, DOES HEREBY CERTIFY THAT:

1. The name and state of incorporation of each of the corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
The Riverside Publishing Company	Delaware
Houghton Mifflin Harcourt Publishing Company	Massachusetts

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware and the applicable laws of the Commonwealth of Massachusetts, respectively, and the applicable provisions of the respective organizational documents of each of the constituent corporations.

3. The Merger Agreement has been approved, adopted, executed, and acknowledged by written consent of the stockholders in lieu of a meeting of the stockholders, by the stockholders of each of the constituent corporations in accordance with Section 228(e) of the General Corporation Law of the State of Delaware and the applicable laws of the Commonwealth of Massachusetts, respectively.

4. Pursuant to the Merger Agreement, The Riverside Publishing Company will merge with and into Houghton Mifflin Harcourt Publishing Company (the "Merger"), with Houghton Mifflin Harcourt Publishing Company being the surviving corporation (the "Surviving Corporation"). The name of the Surviving Corporation shall be Houghton Mifflin Harcourt Publishing Company.

5. The articles of organization of Houghton Mifflin Harcourt Publishing Company as in effect immediately prior to the Merger shall be the articles of organization of the Surviving Corporation.

6. The Merger shall be effective on December 31, 2015, at 10:00 a.m. prevailing Eastern Time.

7. The executed Merger Agreement is on file at the office of the Surviving Corporation, the address of which is Houghton Mifflin Harcourt Publishing Company, 222 Berkeley Street, Boston, MA 02116.

8. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

9. The Surviving Corporation may be served with process in the state of Delaware in any proceeding for enforcement of any obligation of any constituent corporation existing under and by virtue of the General Corporation Law of the State of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to and under Section 262 of the General Corporation Law of the State of Delaware.

10. The Secretary of State of the State of Delaware (the "Secretary of State") is hereby irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such aforementioned suit or other proceeding. The Secretary of State is hereby authorized to mail a copy of such process to Houghton Mifflin Harcourt Publishing Company, 222 Berkeley Street, Boston, MA 02116.

[Signature Page Follows]

IN WITNESS WHEREOF, Houghton Mifflin Harcourt Publishing Company
has caused this Certificate of Merger to be signed by its duly authorized officer, this
28th day of December, 2015.

HOUGHTON MIFFLIN HARCOURT
PUBLISHING COMPANY

By: 

Name: William F. Bayers

Title: Executive Vice President,
General Counsel & Secretary