

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM457523

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY		01/09/2018	Corporation: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HMH IP COMPANY UNLIMITED COMPANY		
<b>Street Address:</b>	Trinity Central		
<b>Internal Address:</b>	152-160 Pearse Street		
<b>City:</b>	Dublin 2		
<b>State/Country:</b>	IRELAND		
<b>Entity Type:</b>	UNLIMITED COMPANY: IRELAND		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5157616	CARMEN SANDIEGO	
<b>Serial Number:</b>	86888107	CARMEN SANDIEGO	
<b>Serial Number:</b>	86895648	CARMEN SANDIEGO	
<b>Serial Number:</b>	86895662	CARMEN SANDIEGO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2125750671		
<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>			
<b>Phone:</b>	2127909200		
<b>Email:</b>	trademark@cll.com, mad@cll.com, rjh@cll.com		
<b>Correspondent Name:</b>	Mary A. Donovan		
<b>Address Line 1:</b>	114 West 47th Street		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	31265		
<b>NAME OF SUBMITTER:</b>	Mary A. Donovan		
<b>SIGNATURE:</b>	/madonovan/		
<b>DATE SIGNED:</b>	01/10/2018		
<b>Total Attachments: 3</b>			

OP \$115.00 5157616

source=CARMEN SANDIEGO - Trademark Assignment 1.10.18#page1.tif

source=CARMEN SANDIEGO - Trademark Assignment 1.10.18#page2.tif

source=CARMEN SANDIEGO - Trademark Assignment 1.10.18#page3.tif

## TRADEMARK ASSIGNMENT

AGREEMENT effective January 9, 2018, between HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY, , a Massachusetts corporation, having a principal place of business at 125 High Street Suite 900, Boston, Massachusetts 02110 (hereinafter referred to as "ASSIGNOR") and HMH IP COMPANY UNLIMITED COMPANY, An Irish unlimited company, having a principal place of business at Trinity Central, 152-160 Pearse Street, Dublin 2, Ireland (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of the trademarks set forth in the Trademark Schedules annexed hereto and the applications and registrations therefor (hereinafter referred to as the "TRADEMARKS"); and

WHEREAS, ASSIGNEE wishes to acquire all of the right, title and interest of ASSIGNOR in, to and under the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS; and

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

ASSIGNOR hereby transfers and assigns to ASSIGNEE the entire right, title and interest of ASSIGNOR in and to the TRADEMARKS and all applications and registrations therefor together with the goodwill of the business associated with the TRADEMARKS throughout the world; and

ASSIGNOR, does hereby sell, assign, transfer and set over unto ASSIGNEE, its successors, legal representatives and assigns all claims for damages or other compensation by reason of past infringement of the TRADEMARKS and the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representative; and

Assignor further agrees to execute such further documents as may be required to record Assignee as the owner of the TRADEMARKS and the registrations and applications herein assigned.

IN WITNESS WHEREOF, the parties have executed this instrument this  
9 day of January, 2018.

HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY

By: 

Name: William Bayers

Title: EVP, Secretary, and General Counsel

TRADEMARK SCHEDULE

CARMEN SANDIEGO	R.N. 5157616
CARMEN SANDIEGO	S.N. 86888107
CARMEN SANDIEGO	S.N. 86895648
CARMEN SANDIEGO	S.N. 86895662