

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM548675

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/21/2018		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
International Center for Leadership in Education		12/21/2018	Limited Liability Company: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Houghton Mifflin Harcourt Publishing Company		
<b>Street Address:</b>	125 High Street		
<b>City:</b>	Boston		
<b>State/Country:</b>	UNITED STATES		
<b>Postal Code:</b>	02116		
<b>Entity Type:</b>	Corporation: MASSACHUSETTS		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3717730	RIGOR/RELEVANCE FRAMEWORK	
<b>Registration Number:</b>	3717728	RIGOR/RELEVANCE FRAMEWORK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	617-351-5126		
<b>Email:</b>	vicki.garbe@hnhco.com		
<b>Correspondent Name:</b>	Victoria Garbe		
<b>Address Line 1:</b>	125 High Street		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02116		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Victoria Garbe		
<b>Address Line 1:</b>	125 High Street		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02116		
<b>NAME OF SUBMITTER:</b>	William Bayers		
<b>SIGNATURE:</b>	/William Bayers/		

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<b>DATE SIGNED:</b>	11/08/2019
<b>Total Attachments: 5</b> source=International Center for Leadership In Education LLC-NY-Merger#page1.tif source=International Center for Leadership In Education LLC-NY-Merger#page2.tif source=International Center for Leadership In Education LLC-NY-Merger#page3.tif source=International Center for Leadership In Education LLC-NY-Merger#page4.tif source=International Center for Leadership In Education LLC-NY-Merger#page5.tif	

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
December 21, 2018.

A handwritten signature in cursive script that reads "Whitney Clark".

Whitney Clark  
Deputy Secretary of State for Business and  
Licensing Services

CT-07

**CERTIFICATE OF MERGER**

of

**INTERNATIONAL CENTER FOR LEADERSHIP IN EDUCATION, LLC**  
(a New York Limited Liability Company)

and

**HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY**  
(a Massachusetts Corporation)

Into

**HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY**  
(a Massachusetts Corporation)

Under Section 904-A of the Business Corporation Law

**FIRST:** The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is:

International Center for Leadership in Education, LLC, a New York limited liability Company  
(originally formed under the name ICLE, LLC)

Houghton Mifflin Harcourt Publishing Company, a Massachusetts corporation (originally formed  
under the name Houghton Mifflin Company)

**SECOND:** For each domestic limited liability company and domestic other business entity, the date when its Initial articles of organization or formation document was filed with Department of State is:

**Name of Entity****Date of Incorporation/Formation**

International Center for Leadership in Education, LLC

December 6, 2016

**THIRD:** For each foreign limited liability company and foreign other business entity, the jurisdiction and date of filing of its original articles of organization or formation document and the date when its application for authority was filed with the Department of State is (if no such application has been filed, a statement to such effect and a statement that the foreign surviving corporation is not to do business in this state until it has filed an application for authority with the Department of State):

Houghton Mifflin Harcourt Publishing Company, a Massachusetts Corporation, filed its original Articles of Organization with the Commonwealth of Massachusetts Secretary of State's Office on May 18, 1908 and filed its application for authority with the New York Department of State on June 19, 1908.

**TRADEMARK****REEL: 006792 FRAME: 0431**

**FOURTH:** The agreement of merger has been approved and executed by each domestic limited liability company or other business entity that is to merge.

**FIFTH:** The name of the surviving foreign corporation is:

Houghton Mifflin Harcourt Publishing Company

**SIXTH:** The merger shall be effective upon the filing of the Certificate of Merger.

**SEVENTH:** Houghton Mifflin Harcourt Publishing Company agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic or foreign constituent entity, previously amendable to suit in the State of New York, and for the enforcement under the Business Corporation Law of the right of shareholders or members of any constituent domestic entity to receive payment for their interests against Houghton Mifflin Harcourt Publishing Company; and it designates the Secretary of State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 125 High Street, Boston, MA 02110.

**EIGHTH:** Houghton Mifflin Harcourt Publishing Company agrees that, subject to the provision of Section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law or any applicable statute, it will promptly pay to the shareholders of each constituent New York corporation and owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, the Limited Liability Company Law or applicable statute, relating to the right of shareholders, owners and members to receive payment for their shares. (Use the following item if the effective date of the merger or consolidation is to be other than the date of filing. Otherwise omit this item and renumber the remaining items accordingly.)

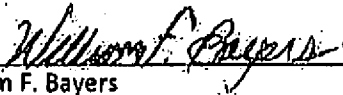
**NINTH:** The Secretary of State is designated as agent of the foreign corporation upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process served upon him or her is: 125 High Street, Boston, MA 02110.

**TENTH:** This merger is permitted by the jurisdiction of incorporation or organization for each foreign other business entity and foreign limited liability company and is in compliance therewith.

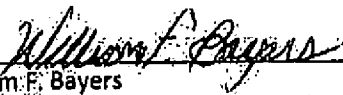
**ELEVENTH:** The agreement of merger is on file at the following place of business of Houghton Mifflin Harcourt Publishing Company: 125 High Street, Boston, MA 02110.

**TWELFTH:** A copy of the agreement of merger will be furnished by Houghton Mifflin Harcourt Publishing Company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

INTERNATIONAL CENTER FOR LEADERSHIP IN  
EDUCATION, LLC

  
\_\_\_\_\_  
William F. Bayers  
Executive Vice President, General Counsel and  
Secretary

HOUGHTON MIFFLIN HARCOURT PUBLISHING  
COMPANY

  
\_\_\_\_\_  
William F. Bayers  
Executive Vice President, General Counsel and  
Secretary

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CT-07

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INTERNATIONAL CENTER FOR LEADERSHIP IN EDUCATION, LLC  
(a New York Limited Liability Company)

and

HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY  
(a Massachusetts Corporation)

into

HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY

Under Section 904-A of the Business Corporation Law

Filer's Name and Mailing Address:

Mark Devine  
Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street  
Boston, MA 02109

FILED

2018 DEC 21 PM 3:35

RECEIVED

2018 DEC 21 PM 2:19

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 21 2018

TAX \$ \_\_\_\_\_

BY:   r  

DRAWDOWN

CST Ref # 11343350mp

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