

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM556694

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	01/01/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MCGRAW-HILL SCHOOL EDUCATION HOLDINGS, LLC		12/20/2019	Limited Liability Company: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
McGraw-Hill School Education LLC	12/20/2019	Limited Liability Company: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	MCGRAW HILL LLC		
Street Address:	Two Penn Plaza		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10121		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2188066	THE SONG BOX	
Registration Number:	4234467	MCGRAW-HILL NETWORKS	
CORRESPONDENCE DATA			
Fax Number:	9142880023		
<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:	9148219072		
Email:	tmdocket@leasonellis.com		
Correspondent Name:	Karin Segall c/o Leason Ellis LLP		
Address Line 1:	One Barker Avenue, 5th Floor		
Address Line 4:	White Plains, NEW YORK 10601		
ATTORNEY DOCKET NUMBER:	05842/812022-US0		

OP \$65.00 2188066

NAME OF SUBMITTER:	Karin Segall
SIGNATURE:	/Karin Segall/
DATE SIGNED:	01/09/2020
Total Attachments: 3 source=MCGRAW HILL LLC - DE - MERGER#page1.tif source=MCGRAW HILL LLC - DE - MERGER#page2.tif source=MCGRAW HILL LLC - DE - MERGER#page3.tif	

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:

"MCGRAW-HILL GLOBAL EDUCATION, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"MCGRAW-HILL SCHOOL EDUCATION HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"MCGRAW-HILL GLOBAL EDUCATION HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ENGRADE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"MCGRAW-HILL EDUCATION VENTURES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"MCGRAW-HILL SCHOOL EDUCATION INTERMEDIATE HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"MCGRAW-HILL GLOBAL EDUCATION MEXICO HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"MCGRAW-HILL SCHOOL EDUCATION VENTURES, LLC", A DELAWARE LIMITED LIABILITY COMPANY,




Jeffrey W. Bullock, Secretary of State

5276389 8100M
SR# 20198910122

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

Authentication: 204317250
Date: 12-30-19

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WITH AND INTO "MCGRAW-HILL SCHOOL EDUCATION LLC" UNDER THE
NAME OF "MCGRAW HILL LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF
DECEMBER, A.D. 2019, AT 11:08 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,
A.D. 2020 AT 12:01 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

5276389 8100M
SR# 20198910122

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Authentication: 204317250
Date: 12-30-19

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STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANIES

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned Delaware limited liability company does hereby certify that:

1. The names of the constitute companies participating in the merger (the "Merger"), each of which is a Delaware limited liability company, are as follows:

McGraw-Hill Global Education Holdings, LLC
McGraw-Hill Global Education, LLC
McGraw-Hill Global Education Mexico Holdings, LLC
McGraw-Hill Education Ventures LLC
McGraw-Hill School Education Intermediate Holdings, LLC
McGraw-Hill School Education Holdings, LLC
McGraw-Hill School Education LLC
McGraw-Hill School Education Ventures, LLC
Engrade, LLC

2. An Agreement of Merger has been approved and executed by each of the constituent companies participating in the Merger.

3. The surviving company of the Merger shall be McGraw-Hill School Education LLC.

4. Upon the Merger, section "FIRST" of the certificate of formation of McGraw-Hill School Education LLC shall be amended to read as follows: "FIRST: The name of the limited liability company is McGraw Hill LLC."

5. The Merger is to become effective at 12:01 a.m. on January 1, 2020.

6. A copy of the Agreement of Merger is on file at the place of business of the surviving company, at 2 Penn Plaza, 20th Floor, New York, New York 10121.

7. A copy of the Agreement of Merger will be furnished by the surviving company, on request and without cost, to any member of any of any constituent company participating in the Merger.

IN WITNESS WHEREOF, the company that will be the surviving company of the Merger has caused this Certificate of Merger to be executed by an authorized officers on the 20th day of December, 2019.

MCGRAW-HILL SCHOOL EDUCATION LLC

By: 
Gareth Guthrie, Chief Financial Officer

State of Delaware
Secretary of State

Division of Corporations
Delivered 11:08 AM 12/30/2019
FILED 11:08 AM 12/30/2019

SR 20198910122 - File Number: 5276389

RECORDED: 01/09/2020

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