

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM721166

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citibank, N.A.		04/07/2022	Corporation:

RECEIVING PARTY DATA

Name:	Houghton Mifflin Harcourt Publishers Inc.
Street Address:	125 High Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Corporation: DELAWARE
Name:	HMH Publishers LLC
Street Address:	125 High Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Limited Liability Company: DELAWARE
Name:	Houghton Mifflin Harcourt Publishing Company
Street Address:	125 High Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Corporation: DELAWARE
Name:	Houghton Mifflin Harcourt Company
Street Address:	125 High Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Corporation: DELAWARE
Name:	Greenwood Publishing Group, LLC
Street Address:	125 High Street
City:	Boston
State/Country:	MASSACHUSETTS

CH \$11840.00 2923895

Postal Code:	02110
Entity Type:	Limited Liability Company: DELAWARE
Name:	Houghton Mifflin Company International, Inc.
Street Address:	125 High Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 473

Property Type	Number	Word Mark
Registration Number:	2923895	¡EXPRESATE!
Registration Number:	2942664	¡EXPRESATE!
Registration Number:	3059281	!EXPRESATE!
Registration Number:	1944730	¡VEN CONMIGO!
Registration Number:	1986122	!VEN CONMIGO!
Registration Number:	4973505	1
Registration Number:	5013232	1
Registration Number:	3720647	1 CHANNEL ONE NETWORK
Registration Number:	3875386	24/17
Registration Number:	1164609	A HARVEST/HBJ BOOK
Registration Number:	3118881	A2L
Registration Number:	3084287	ACCESS BUILDING LITERACY THROUGH LEARNIN
Registration Number:	2871322	ADVENTURE WORKSHOP
Registration Number:	2674598	AIM HIGHER
Registration Number:	5129202	ALFAMIGOS
Registration Number:	5807252	ALFAMIGOS
Registration Number:	1971829	ALLEZ, VIENS!
Registration Number:	1974217	ALLEZ, VIENS!
Registration Number:	5086681	ALPHA FRIENDS
Registration Number:	5229294	ALPHA FRIENDS
Registration Number:	5813854	ALPHA FRIENDS
Registration Number:	3256356	AMERICAN ANTHEM
Registration Number:	3256357	AMERICAN ANTHEM
Registration Number:	2304825	AN OCEAN ADVENTURE
Registration Number:	1914332	ANYTIME IS MATH TIME
Registration Number:	2986461	ART EVERYWHERE
Registration Number:	2152220	ART EXPRESS
Registration Number:	2241120	ART EXPRESS

Property Type	Number	Word Mark
Registration Number:	3123903	ASSESS2KNOW
Registration Number:	3307820	ASSESS2KNOW
Registration Number:	1935814	BEGINNING LITERACY
Registration Number:	3280540	BIEN DIT!
Registration Number:	3291632	BIEN DIT!
Registration Number:	5114266	BIG DAY FOR PREK
Registration Number:	5302574	BIG DAY FOR PREK
Registration Number:	5347188	BIG DAY FOR PREK
Registration Number:	1921998	BIOLOGY TODAY
Registration Number:	2180681	BIOSOURCES
Registration Number:	2180682	BIOSOURCES
Registration Number:	1729084	BODYWORKS
Registration Number:	2618094	BRODERBUND
Registration Number:	5050486	BROWSE
Registration Number:	5073919	BROWSE
Registration Number:	1744474	BUILD-A-KIT
Registration Number:	2157157	BUILDING STRATEGIES
Registration Number:	2252378	CHANNEL ONE NETWORK
Registration Number:	2795472	CHANNEL ONE NEWS
Registration Number:	2301714	CHEMFILE
Registration Number:	1704863	CHILDREN'S MAGAZINE GUIDE
Registration Number:	2208764	CHILDREN'S MAGAZINE GUIDE
Registration Number:	3256351	CIVICS IN PRACTICE
Registration Number:	3260880	CIVICS IN PRACTICE
Registration Number:	2363237	CLASSZONE
Registration Number:	4472578	COMMON CORE CODE X
Registration Number:	4472579	COMMON CORE CODE X
Registration Number:	4948880	COMMON CORE CODE X
Registration Number:	4948881	COMMON CORE CODE X
Registration Number:	4948882	COMMON CORE CODE X
Registration Number:	4948883	COMMON CORE CODE X
Registration Number:	3743481	COMMON FORMATIVE ASSESSMENTS
Registration Number:	1771187	COMPTON'S
Registration Number:	2970644	CONCENTRATE ON!
Registration Number:	2840344	CORE SKILLS
Registration Number:	5819362	CRAM PLAN
Registration Number:	4375587	CRAM PLANS
Registration Number:	2295813	CRINKLES

Property Type	Number	Word Mark
Registration Number:	2324558	CRINKLES
Registration Number:	4125737	CURIOSITYVILLE
Registration Number:	4968033	CURIOSITYVILLE
Registration Number:	4892129	CURIOSITYVILLE A WORLD BUILT FOR LEARNIN
Registration Number:	2409189	CURIOUS GEORGE
Registration Number:	4625131	CURIOUS WORLD
Registration Number:	4653043	CURIOUS WORLD
Registration Number:	5146839	CURIOUS WORLD
Registration Number:	5161261	CURIOUS WORLD
Registration Number:	5339047	DAGGETT SYSTEM FOR EFFECTIVE INSTRUCTION
Registration Number:	1708124	DARTTS
Registration Number:	1718054	DARTTS DIAGNOSTIC ASSESSMENTS OF READING
Registration Number:	2358372	DATA PLACE
Registration Number:	3774191	DATA TEAMS
Registration Number:	3689369	DECISION MAKING FOR RESULTS
Registration Number:	1696070	
Registration Number:	1725641	
Registration Number:	3315374	
Registration Number:	2176867	
Registration Number:	2508894	
Registration Number:	4422297	
Registration Number:	2419335	
Registration Number:	2421542	
Registration Number:	1378958	
Registration Number:	2289050	
Registration Number:	2364545	
Registration Number:	3810088	DIGITAL TRAINING ZONE
Registration Number:	2715491	DIORAMA DESIGNER
Registration Number:	3370489	DO THE MATH
Registration Number:	3052876	EARLY SUCCESS
Registration Number:	3421151	EAROBICS
Registration Number:	2581317	EAROBICS
Registration Number:	5337229	ED YOUR FRIEND IN LEARNING
Registration Number:	5337230	ED YOUR FRIEND IN LEARNING
Registration Number:	5337231	ED YOUR FRIEND IN LEARNING
Registration Number:	5342735	ED YOUR FRIEND IN LEARNING
Registration Number:	2140700	EDUCATION PLACE
Registration Number:	3888250	EFFECTIVE GRADING PRACTICES

Property Type	Number	Word Mark
Registration Number:	2232846	E-LAB
Registration Number:	2836198	ELEMENTS OF LANGUAGE
Registration Number:	2836200	ELEMENTS OF LANGUAGE
Registration Number:	2836207	ELEMENTS OF LITERATURE
Registration Number:	2836208	ELEMENTS OF LITERATURE
Registration Number:	3150816	ELEMENTS OF READING
Registration Number:	2960484	ELEMENTS OF READING
Registration Number:	3743480	ENGAGING CLASSROOM ASSESSMENTS
Registration Number:	4222867	ENGLISH 3D
Registration Number:	2279508	ENGLISH ASAP
Registration Number:	2278206	ENGLISH ASAP
Registration Number:	5050485	ESCALATE ENGLISH
Registration Number:	5091801	ESCALATE ENGLISH
Registration Number:	2200511	ESCHOOL
Registration Number:	1839309	ESTRELLAS DE LA LITERATURA
Registration Number:	1839416	ESTRELLAS DE LA LITERATURA
Registration Number:	2081479	EVERY DAY COUNTS
Registration Number:	5323855	EVERY STUDENT IS A SCHOLAR
Registration Number:	5239505	EXPERT 21
Registration Number:	3101390	FASTT MATH $+-\div\times$
Registration Number:	3096216	FASTT MATH
Registration Number:	2795918	FLUENCY FORMULA
Registration Number:	2571790	FRIPPLETOWN
Registration Number:	2931060	GAMEGOO
Registration Number:	2754425	GEOSKILLS
Registration Number:	4683100	GO MATH!
Registration Number:	4683101	GO MATH!
Registration Number:	3257625	GO.HRW.COM
Registration Number:	3807388	GRAB-AND-GO
Registration Number:	2286115	GRADE BUILDER
Registration Number:	2065921	GREAT SOURCE
Registration Number:	2133119	GREAT SOURCE
Registration Number:	3185312	GREAT SOURCE PROGRESS PLUS
Registration Number:	3072642	GREAT SOURCE READING ADVANTAGE
Registration Number:	3113529	GREAT SOURCE READING ADVANTAGE
Registration Number:	2007016	GREAT START
Registration Number:	4007589	GROUPINATOR
Registration Number:	1718098	GULLIVER BOOKS

Property Type	Number	Word Mark
Registration Number:	2373758	HARCOURT
Registration Number:	2384169	HARCOURT
Registration Number:	2386508	HARCOURT
Registration Number:	2399024	HARCOURT
Registration Number:	2418596	HARCOURT
Registration Number:	4941646	HMH
Registration Number:	3902109	HMH
Registration Number:	5927216	HMH INTO LITERATURE
Registration Number:	6080563	HMH INTO LITERATURE
Registration Number:	5858076	HMH INTO LITERATURE
Registration Number:	6053743	HMH INTO READING
Registration Number:	5938620	HMH INTO READING
Registration Number:	5710861	HMH INTO READING
Registration Number:	4878234	HMH PLAYER
Registration Number:	4950647	HMH PORTFOLIO
Registration Number:	5365767	HMH SCIENCE DIMENSIONS
Registration Number:	5365768	HMH SCIENCE DIMENSIONS
Registration Number:	5370930	HMH SCIENCE DIMENSIONS
Registration Number:	5476134	HMH SCIENCE DIMENSIONS
Registration Number:	5263791	HMH TEACHER CENTRAL
Registration Number:	2779364	HOLT
Registration Number:	2844416	HOLT
Registration Number:	2303746	HOLT CHEMFILE
Registration Number:	2852163	HOLT ONLINE ESSAY SCORING
Registration Number:	2902739	HOLT ONLINE LEARNING
Registration Number:	2285490	HOUGHTON MIFFLIN
Registration Number:	1700276	HOUGHTON MIFFLIN
Registration Number:	5129260	HOUGHTON MIFFLIN HARCOURT
Registration Number:	4921764	HOUGHTON MIFFLIN HARCOURT
Registration Number:	2132119	HOUGHTON MIFFLIN SCHOOL DIRECT
Registration Number:	1996112	HRW
Registration Number:	2008960	HRW
Registration Number:	5447864	ICLE
Registration Number:	2994745	IDEA WORKS!
Registration Number:	3963745	IMPLEMENTATION REVIEW
Registration Number:	3257646	IN STEP READERS
Registration Number:	5138353	INSIDE THE TEXT
Registration Number:	5147501	INSIDE THE TEXT

Property Type	Number	Word Mark
Registration Number:	2816661	INSIDE WRITING
Registration Number:	5401657	INTERNATIONAL CENTER FOR LEADERSHIP IN E
Registration Number:	5401658	INTERNATIONAL CENTER FOR LEADERSHIP IN E
Registration Number:	2267973	INTERNATIONAL INSPIRER
Registration Number:	5932671	INTO AGA
Registration Number:	6080560	INTO ALGEBRA
Registration Number:	6019365	INTO ALGEBRA
Registration Number:	6091415	INTO ALGEBRA
Registration Number:	6080561	INTO GEOMETRY
Registration Number:	6019366	INTO GEOMETRY
Registration Number:	6091416	INTO GEOMETRY
Registration Number:	6080569	INTO LEARNING
Registration Number:	5962066	INTO MATH
Registration Number:	5938619	INTO MATH
Registration Number:	5846182	INTO SOCIAL STUDIES
Registration Number:	4512447	IREAD
Registration Number:	4512448	IREAD
Registration Number:	4526916	IREAD
Registration Number:	4632721	IREAD
Registration Number:	4632723	IREAD
Registration Number:	4637536	IREAD
Registration Number:	3534472	ISUCCEED MATH
Registration Number:	3534473	ISUCCEED MATH
Registration Number:	3534474	ISUCCEED MATH
Registration Number:	1917740	KOMM MIT!
Registration Number:	3548074	L BOOK
Registration Number:	5898935	L LITERACY SOLUTIONS
Registration Number:	5898936	L LITERACY SOLUTIONS
Registration Number:	5091802	LANGUAGE CAM
Registration Number:	3081315	LARSON LEARNING
Registration Number:	3960012	LEADERSHIP MAPS
Registration Number:	2888786	LEARNING COMPANY BOOKS
Registration Number:	2772767	LESSONS FOR ALGEBRAIC THINKING
Registration Number:	1916397	LIBROS VIAJERO
Registration Number:	3325486	LITERACY BY DESIGN
Registration Number:	3325487	LITERACY BY DESIGN
Registration Number:	5905570	LITERACY SOLUTIONS
Registration Number:	5910773	LITERACY SOLUTIONS

Property Type	Number	Word Mark
Registration Number:	1796822	LIVING BOOKS
Registration Number:	3267712	LIVING BOOKS
Registration Number:	3254657	LYNX
Registration Number:	3438858	LYNX
Registration Number:	5089717	M MATH INVENTORY
Registration Number:	5266985	M MATH INVENTORY
Registration Number:	3168748	M MATH SOLUTIONS
Registration Number:	4418795	MATH 180
Registration Number:	4444133	MATH 180
Registration Number:	2159672	MATH ADVANTAGE
Registration Number:	2162808	MATH ADVANTAGE
Registration Number:	1752477	MATH BY ALL MEANS
Registration Number:	3185016	MATH CENTER
Registration Number:	5056513	MATH INVENTORY
Registration Number:	5178466	MATH INVENTORY
Registration Number:	2574759	MATH JINGLES
Registration Number:	2245681	MATH MUNCHERS
Registration Number:	4293641	MATH READS
Registration Number:	4192239	MATH REASONING INVENTORY
Registration Number:	1692959	MATHEMATICS PLUS
Registration Number:	2070388	MAVIS BEACON
Registration Number:	1503670	MAVIS BEACON TEACHES TYPING!
Registration Number:	1743993	M.C. LION
Registration Number:	1960350	MCDUGAL LITTELL
Registration Number:	3275893	MCDUGAL LITTELL RESOURCES2GO
Registration Number:	3283406	MCDUGAL LITTELL RESOURCES2GO
Registration Number:	4422298	MEEGENIUS
Registration Number:	2327197	MEGA MUNCHERS
Registration Number:	2853015	MILES THE MOLE
Registration Number:	2476222	MINIREAD
Registration Number:	2495065	MISSION: COMPREHENSION
Registration Number:	1877577	MODERN BIOLOGY
Registration Number:	1916234	MODERN BIOLOGY
Registration Number:	3057147	MODERN CHEMISTRY
Registration Number:	2773458	MODERN CHEMISTRY
Registration Number:	2773499	MODERN EARTH SCIENCE
Registration Number:	2250700	NATIONAL INSPIRER
Registration Number:	2852337	NEIGHBORHOOD MAPMACHINE

Property Type	Number	Word Mark
Registration Number:	2373830	NEXTTEXT
Registration Number:	2386341	NEXTTEXT
Registration Number:	4602061	NEXTPERT
Registration Number:	3040227	NUEVAS VISTAS
Registration Number:	3067477	NUEVAS VISTAS
Registration Number:	2595786	ON DECK
Registration Number:	2878973	ON OUR WAY TO ENGLISH
Registration Number:	2886065	ON OUR WAY TO ENGLISH
Registration Number:	2446541	ONE-STOP PLANNER
Registration Number:	5104032	PHONICS INVENTORY
Registration Number:	5252078	P PHONICS INVENTORY
Registration Number:	2155408	PAIR-IT BOOKS
Registration Number:	2423479	PAIR-IT BOOKS
Registration Number:	2607321	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2612374	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2612602	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2458216	PHONICS EXPRESS
Registration Number:	5056514	PHONICS INVENTORY
Registration Number:	5293251	PHONICS INVENTORY
Registration Number:	0937608	PHONICS WE USE
Registration Number:	4280270	PINPOINT
Registration Number:	5337233	POGGLES MX
Registration Number:	2722469	POWER UP! BUILDING READING STRENGTH
Registration Number:	3233418	POWERED BY SAM
Registration Number:	2800168	POWERNOTES
Registration Number:	1415868	PRAEGER
Registration Number:	3900806	PRINTMASTER
Registration Number:	1914331	PROBLEM SOLVING THINK ALONG
Registration Number:	1274273	Q QUORUM
Registration Number:	4517914	R E A L
Registration Number:	5089716	R READING INVENTORY
Registration Number:	5267058	R READING INVENTORY
Registration Number:	3170066	RBOOK
Registration Number:	2442657	READ 180
Registration Number:	2461458	READ 180
Registration Number:	3101282	READABOUT
Registration Number:	3261488	READABOUT
Registration Number:	3268764	READABOUT

Property Type	Number	Word Mark
Registration Number:	3036362	READABOUT
Registration Number:	1430966	READER RABBIT
Registration Number:	2998655	READER RABBIT
Registration Number:	2194347	READER RABBIT'S KINDERGARTEN
Registration Number:	2191555	READER RABBIT'S PRESCHOOL
Registration Number:	2191554	READER RABBIT'S TODDLER
Registration Number:	5059570	READING COUNTS
Registration Number:	5125861	READING COUNTS
Registration Number:	5227804	READING COUNTS!
Registration Number:	5227808	READING COUNTS!
Registration Number:	2909640	READING FOR MEANING
Registration Number:	5056512	READING INVENTORY
Registration Number:	5183725	READING INVENTORY
Registration Number:	1585378	READING MAGIC
Registration Number:	3254627	READS READING EVALUATION AND DIAGNOSTIC
Registration Number:	4517912	REAL
Registration Number:	4517913	REAL
Registration Number:	4517915	R E A L
Registration Number:	3131011	REFLECTIONS
Registration Number:	3127949	REFLECTIONS
Registration Number:	2533714	RIGBY
Registration Number:	2575274	RIGBY
Registration Number:	2685761	RIGBY BEST TEACHERS PRESS
Registration Number:	3717728	RIGOR/RELEVANCE FRAMEWORK
Registration Number:	3717730	RIGOR/RELEVANCE FRAMEWORK
Registration Number:	2400552	RIVERDEEP
Registration Number:	2605772	RIVERDEEP
Registration Number:	4209989	RSKILLS
Registration Number:	3171627	SAXON
Registration Number:	5464669	SAXON EARLY LEARNING
Registration Number:	2719067	SCHOOL DIRECT
Registration Number:	3294472	SCIENCE ASSESSMENT SERIES
Registration Number:	3344721	SCIENCE ASSESSMENT SERIES
Registration Number:	3352882	SCIENCE ASSESSMENT SERIES
Registration Number:	4932128	SCIENCEFUSION
Registration Number:	4932130	SCIENCEFUSION
Registration Number:	4982080	SCIENCEFUSION
Registration Number:	1708134	SCIENCEPLUS

Property Type	Number	Word Mark
Registration Number:	2595962	SCIENCESAURUS
Registration Number:	2133209	SILVER WHISTLE
Registration Number:	1732691	SKILLS BANK
Registration Number:	2238506	SKY ISLAND MYSTERIES
Registration Number:	2794386	STARFLYERS
Registration Number:	2919346	STARFLYERS
Registration Number:	2906700	START SMART
Registration Number:	3359068	STECK-VAUGHN
Registration Number:	3447786	STECK-VAUGHN
Registration Number:	3787721	STECK-VAUGHN GATEWAYS
Registration Number:	3787722	STECK-VAUGHN GATEWAYS
Registration Number:	2299950	STECK-VAUGHN PHONICS READERS PLUS
Registration Number:	2637126	STECK-VAUGHN SPELLING LINKING WORDS TO M
Registration Number:	2644358	STECK-VAUGHN SPELLING LINKING WORDS TO M
Registration Number:	1769401	STORYBOOK WEAVER
Registration Number:	3349147	STORYTOWN
Registration Number:	3349148	STORYTOWN
Registration Number:	2777742	STRENGTH IN NUMBERS
Registration Number:	4269714	SUSHI MONSTER
Registration Number:	4269715	SUSHI MONSTER
Registration Number:	3544346	SYSTEM 44
Registration Number:	3554778	SYSTEM 44
Registration Number:	3554779	SYSTEM 44
Registration Number:	1744519	TEACHER'S RESOURCEBANK
Registration Number:	2819770	TEACHING ARITHMETIC
Registration Number:	2841997	TEACHING ARITHMETIC
Registration Number:	1850384	THE AMAZON TRAIL
Registration Number:	2286308	THE CLUEFINDERS
Registration Number:	2273150	THE COMPLETE REFERENCE COLLECTION
Registration Number:	1702915	THE COMPUTER LEARNING WORKS INC
Registration Number:	3833145	THE LEADERSHIP AND LEARNING CENTER
Registration Number:	6037370	THE LEARNING COMPANY
Registration Number:	6029437	THE LEARNING COMPANY
Registration Number:	3049833	THE MARILYN BURNS FRACTION KIT
Registration Number:	1395538	THE PRINT SHOP
Registration Number:	2414416	THE PRINT SHOP ESSENTIALS
Registration Number:	1520892	THE READER'S ADVISER
Registration Number:	2274488	THE WRITE TRAITS

Property Type	Number	Word Mark
Registration Number:	2651018	THEMEWEAVERS
Registration Number:	2838221	THINK-ALONGS
Registration Number:	2897933	THINKING READER
Registration Number:	2897934	THINKING READER
Registration Number:	2972429	THINKING READER
Registration Number:	2972430	THINKING READER
Registration Number:	5408761	THROUGH THE WOODS
Registration Number:	2279507	TOOLS FOR PROBLEM SOLVING
Registration Number:	3258472	TOP LINE MATH
Registration Number:	2280183	TRAVEL THE WORLD
Registration Number:	1818409	TREASURE COVE!
Registration Number:	1854540	TREASURE MOUNTAIN!
Registration Number:	2245677	TRIVIA MUNCHERS
Registration Number:	2302982	TRUE NETWORK VERSIONS
Registration Number:	2851609	TUTOR PLACE
Registration Number:	3774149	UNWRAPPING THE STANDARDS
Registration Number:	3781124	UNWRAPPING THE STANDARDS
Registration Number:	3364401	VOCABULARY ADVANTAGE
Registration Number:	3849095	VOCABULARY FOR ACADEMIC SUCCESS
Registration Number:	1908415	VOYAGER BOOKS
Registration Number:	2264955	WACKY WEB TALES
Registration Number:	4893535	WAGGLE
Registration Number:	1468992	WEBSTER'S NEW WORLD DICTIONARY
Registration Number:	2143050	WHAT ABOUT
Registration Number:	1971679	WIGGLEWORKS
Registration Number:	1107295	WORD CLUES
Registration Number:	2244406	WORD MUNCHERS
Registration Number:	2025822	WORDS AROUND ME
Registration Number:	1905624	WORKMAT
Registration Number:	3570520	WORKSPACE
Registration Number:	3807396	WRITE ON COURSE
Registration Number:	2081480	WRITE SOURCE
Registration Number:	3033906	WRITE SOURCE
Registration Number:	2274468	WRITE TRAITS
Serial Number:	86956200	A RHINO NAMED PAUL
Serial Number:	86956227	A RHINO NAMED PAUL
Serial Number:	87408546	ALGEBRA 1 ESSENTIALS
Serial Number:	77534445	CURIOUS BABY CURIOUS GEORGE

Property Type	Number	Word Mark
Serial Number:	77534477	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77534546	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77534564	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77534922	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77534953	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77534981	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77533790	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77533818	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77533848	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77533889	CURIOUS BABY CURIOUS GEORGE
Serial Number:	77533908	CURIOUS BABY CURIOUS GEORGE
Serial Number:	85102162	
Serial Number:	76715748	GO READ! ACADEMY
Serial Number:	76715749	GO SPANISH! ACADEMY
Serial Number:	77338042	HMH
Serial Number:	88246950	HMH LITERACY SOLUTIONS
Serial Number:	88246967	HMH LITERACY SOLUTIONS
Serial Number:	88246977	HMH LITERACY SOLUTIONS
Serial Number:	88255134	L HMH LITERACY SOLUTIONS
Serial Number:	88255148	L HMH LITERACY SOLUTIONS.
Serial Number:	76705509	INSIGHT INTO ACTION
Serial Number:	76705510	INSIGHT INTO ACTION
Serial Number:	88255126	L HMH LITERACY SOLUTIONS
Serial Number:	88253522	L LITERACY SOLUTIONS
Serial Number:	86509451	LANGUAGE CAM
Serial Number:	87408725	LEARN TOGETHER WORKSHOP
Serial Number:	88246986	LITERARY SOLUTIONS
Serial Number:	87303877	MELIA & JO
Serial Number:	87303906	MELIA & JO
Serial Number:	87303913	MELIA & JO
Serial Number:	87303919	MELIA & JO
Serial Number:	85909156	NUMBER TALKS
Serial Number:	76704649	PINPOINT
Serial Number:	76704650	PINPOINT ON TARGET
Serial Number:	87379015	POGGLES MX
Serial Number:	85102112	RADIANT
Serial Number:	76710585	TEACHER MODEL
Serial Number:	76710314	THINKFORWARD

Property Type	Number	Word Mark
Serial Number:	76715719	TIPS: TECHNOLOGY INTEGRATION PLANNING ST
Serial Number:	85102118	VERGE
Serial Number:	85830181	WRITE 180
Serial Number:	88699737	HMH INTO SCIENCE
Serial Number:	88699710	HMH INTO SCIENCE
Serial Number:	90203002	FAMILY ROOM
Serial Number:	90365880	GROWTH MEASURE
Serial Number:	90570333	SHAPING THE FUTURE
Serial Number:	90629118	LISTENING TO LEARN
Serial Number:	90629219	LISTENING TO LEARN
Serial Number:	90801005	HMH READS
Serial Number:	88895152	TEACHER'S CORNER
Serial Number:	90123532	HMH ANYWHERE
Serial Number:	88699728	HMH INTO SCIENCE
Serial Number:	90814940	HMH ARRIBA LAS CIENCIAS
Serial Number:	90814908	HMH ARRIBA LAS CIENCIAS
Serial Number:	90825522	HMH ARRIBA LAS CIENCIAS
Serial Number:	97017119	FUNOMENAL
Serial Number:	97016847	FUNOMENAL
Serial Number:	97083251	HMH ENGLISH 3D
Serial Number:	97092849	HMH ENGLISH 3D
Serial Number:	97126946	HMH ED
Serial Number:	97127065	HMH AND ED
Serial Number:	97129249	HMH ED
Serial Number:	97129456	HMH ED
Serial Number:	97171078	HMH ENGLISH 3D
Serial Number:	97171119	HMH ENGLISH 3D

CORRESPONDENCE DATA

Fax Number:

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: 2128487348

Email: eve.hewins@shearman.com

Correspondent Name: Sophia Zander

Address Line 1: 599 Lexington Ave

Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Sophia Zander
SIGNATURE:	/Sophia Zander/

DATE SIGNED:	04/14/2022
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Total Attachments: 33

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”), dated as of April 7, 2022 (the “Effective Date”), is made by Citibank, N.A., in its capacity as collateral agent (the “Collateral Agent”), in favor of Houghton Mifflin Harcourt Publishers Inc., HMH Publishers LLC, Houghton Mifflin Harcourt Publishing Company, Houghton Mifflin Harcourt Company, Greenwood Publishing Group, LLC and Houghton Mifflin Company International, Inc. (each, a “Grantor” and collectively, the “Grantors”).

WHEREAS, pursuant to that certain Second Amended and Restated Term Facility Guarantee and Collateral Agreement dated as of November 22, 2019, made by the Grantors to the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”), each Grantor granted to the Collateral Agent a security interest in and to certain collateral;

WHEREAS, pursuant to the Security Agreement, the applicable Grantors executed and delivered for recordal with the United States Patent and Trademark Office (the “USPTO”): (i) a Trademark Security Agreement, dated as of November 22, 2019 (the “Closing Date Trademark Security Agreement”); (ii) a Trademark Security Agreement Supplement, dated as of February 4, 2020 (the “February 2020 Trademark Supplement”); (iii) a Trademark Security Agreement Supplement, dated as of April 30, 2020 (the “April 2020 Trademark Supplement”); (iv) a Trademark Security Agreement Supplement, dated as of July 17, 2020 (the “July 2020 Trademark Supplement”); (v) a Trademark Security Agreement Supplement, dated as of October 16, 2020 (the “October 2020 Trademark Supplement”); (vi) a Trademark Security Agreement Supplement, dated as of January 19, 2021 (the “January 2021 Trademark Supplement”); (vii) a Trademark Security Agreement Supplement, dated as of April 20, 2021 (the “April 2021 Trademark Supplement”); (viii) a Trademark Security Agreement Supplement, dated as of July 16, 2021 (the “July 2021 Trademark Supplement”); (ix) a Trademark Security Agreement Supplement, dated as of October 19, 2021 (the “October 2021 Trademark Supplement”); and (x) a Trademark Security Agreement Supplement, dated as of January 18, 2022 (the “January 2022 Trademark Supplement”, and together with each of the documents listed in the foregoing clauses (i) through (ix), each as amended, amended and restated, supplemented or otherwise modified from time to time, the “Trademark Agreements”);

WHEREAS, the (i) Closing Date Trademark Security Agreement was recorded with the USPTO on December 4, 2019 at Reel/Frame 6808/0728; (ii) February 2020 Trademark Supplement was recorded with the USPTO on February 20, 2020 at Reel/Frame 6869/0173; (iii) October 2020 Trademark Supplement was recorded with the USPTO on October 27, 2020 at Reel/Frame 7126/0001; (iv) January 2021 Trademark Supplement was recorded with the USPTO on January 22, 2021 at Reel/Frame 7167/0586; (v) April 2021 Trademark Supplement was recorded with the USPTO on April 26, 2021 at Reel/Frame 7271/0552; (vi) July 2021 Trademark Supplement was recorded with the USPTO on July 20, 2021 at Reel/Frame 7360/0105; (vii) October 2021 Trademark Supplement was recorded with the USPTO on November 9, 2021 at Reel/Frame 7488/0412; and (viii) January 2022 Trademark Supplement was recorded with the USPTO on January 20, 2022 at Reel/Frame 7564/0206; and

WHEREAS, the Collateral Agent has agreed to release, discharge, terminate and cancel its security interest in certain specified collateral as provided for in this Release.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby agrees as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Security Agreement or the Trademark Agreements, as applicable.
2. Release. The Collateral Agent, without representation or warranty of any kind, hereby terminates and cancels the Trademark Agreements and releases, discharges, terminates and cancels all of its security interest and liens of any kind, nature or description it or any Secured Party holds, whenever and however arising, in and to the Trademark Collateral and the Additional Trademark Collateral, including the trademark registrations and applications, set forth Schedule A attached hereto, arising under the Security Agreement and the Trademark Agreements. If and to the extent that the Collateral Agent has acquired any right, title or interest in and to the Trademark Collateral and the Additional Trademark Collateral under the Trademark Agreements, the Collateral Agent, without representation or warranty of any kind, hereby re-transfers, re-conveys and re-assigns such right, title or interest to the applicable Grantor.
3. Further Assurances. The Collateral Agent agrees to take all further actions and provide to each Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by such Grantor, at such Grantor's sole cost and expense, to more fully and effectively effectuate the purposes of this Release.
4. Recordation. The Collateral Agent authorizes each Grantor or its designee to file this Release for recordal with the USPTO, and each Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Release.
5. Collateral Agent. In carrying out its responsibilities hereunder, the Collateral Agent shall have all of the rights, powers, privileges, protections, duties, indemnities, and immunities which the Collateral Agent possesses in such capacity under the Credit Agreement and/or the Security Agreement.
6. Execution in Counterparts. This Release may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. The parties hereto may provide signatures to this Release by facsimile or .pdf file and such facsimile or Adobe .pdf file signatures shall be deemed to be the same as original signatures.
7. Governing Law. This Release shall be governed exclusively under the laws of the State of New York, without regard to conflicts of law or choice of law principles.

[Signature Page Follows]

IN WITNESS WHEREOF, the Collateral Agent and each Grantor have caused this Release to be executed by its duly authorized representative as of the Effective Date.

CITIBANK, N.A., as Collateral Agent

By: 
Name: Brad Allyworth
Title: Vice President and Director

[Signature Page to Release of Security Interest in Trademarks [TL]]

**HOUGHTON MIFFLIN HARCOURT PUBLISHING
COMPANY**

By: Joseph Flaherty
Name: Joseph Flaherty
Title: Senior Vice President and Treasurer

HOUGHTON MIFFLIN HARCOURT PUBLISHERS INC.

By: Joseph Flaherty
Name: Joseph Flaherty
Title: Senior Vice President and Treasurer

HMH PUBLISHERS LLC

By: Joseph Flaherty
Name: Joseph Flaherty
Title: Senior Vice President and Treasurer

HOUGHTON MIFFLIN HARCOURT COMPANY

By: Joseph Flaherty
Name: Joseph Flaherty
Title: Senior Vice President and Treasurer

GREENWOOD PUBLISHING GROUP, LLC

By: Joseph Flaherty

Name: Joseph Flaherty

Title: Senior Vice President and Treasurer

**HOUGHTON MIFFLIN HARCOURT COMPANY
INTERNATIONAL, INC.**

By: Joseph Flaherty

Name: Joseph Flaherty

Title: Senior Vice President and Treasurer

[Signature Page to Release of Security Interest in Trademarks [TL]]