

Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

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Alison Lundergan Grimes
KY Secretary of State
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Statement of Change of
Principal Office Address

POC

Pursuant to the provisions of KRS chapters 271B, 273, 275, or 362, the undersigned hereby applies to change the principal office on behalf of

MHE CRITERION LLC

which is organized in the state of Delaware, and for that purpose submits the following statements:

1. Address of current principal office

20 RYAN RANCH ROAD
MONTEREY, CA 93940

2. Principal office is hereby changed to:

2 Penn Plaza
20th Floor
New York, NY 10121

3. Signature of officer or chairman of the board

Deborah Flanagan, Vice President

Signature and Title

Type or print name and title

6/29/2016 12:10 PM

Date