

HMH CERTIFICATION

**HOUGHTON MIFFLIN HARCOURT PUBLISHERS INC.
HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY**

222 Berkeley Street
Boston, Massachusetts 02116
Attn: Investor Relations
Email: Investors@hmhpub.com

Ladies and Gentlemen,

The undersigned hereby represents and warrants to Houghton Mifflin Harcourt Publishers Inc. and Houghton Mifflin Harcourt Publishing Company (together, "HMH") as follows:

- (1) it is the beneficial owner, or is acting on behalf of a beneficial owner, of the principal amount indicated on the signature page of this certification of the 10½% Senior Secured Notes due 2019 (the "Senior Secured Notes").

Check this box.

OR

- (2) it is one of the following:

(Please check one of the boxes below. If you have any questions, please consult your financial advisor or legal counsel.)

a "qualified institutional buyer" (a "QIB") as defined in Rule 144A under the U.S. Securities Act of 1933, as amended, and is considering acquiring any of the Senior Secured Notes for its own account or for a discretionary account or accounts on behalf of one or more QIBs (as to which it has been instructed and has the authority to make the statements contained herein);

a reputable security analyst who regularly covers or intends to cover HMH and the Senior Secured Notes; or

a reputable market maker who regularly makes or intends to make a market in the Senior Secured Notes.

[Signature Page Follows]

The undersigned understands that it is providing the information contained herein solely for purposes of enabling HMH to determine whether the undersigned should receive access to the password protected online data room (the “Secured System”) on which HMH provides annual and quarterly reports and certain other information relating to its business, in accordance with the indenture relating to the Senior Secured Notes. This letter is neither an offer to purchase or exchange any securities, including the Senior Secured Notes, nor creates any obligations whatsoever on the part of HMH or the undersigned to sell or purchase any securities.

Very truly yours,

Dated: _____

By: _____
(Signature)

If Applicable—

Aggregate Principal Amount at Maturity of
Senior Secured Notes held by the
signatory:

(Name)

(Title)

US\$ _____

(Institution)

(Address)

(City, State and Zip Code)

(Country)

(Phone)

(Facsimile)

(Email Address for receiving login and
password information for access to the
Secured System)