11-17-2000

FORM PTO-1618A 101520133 Expires 06/30/99 OMB 0651-0027

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Name RIVERDEEP GROUP PLC	10 10 2000			
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	Mark if additional names of receiving parties attached			
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Name RIVERDEEP INTERACTIVE	LEARNING LIMITED			
DBA/AKA/TA				
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Name Address (line 1) Address (line 2) Address (line 2) Address (line 3) Address (line 4) Correspondent Name and Address Area Code and Telephone Number (212) 259-6420 Name STANTON J. LOVENWORTH, ESO. Address (line 1) DEMEY BALLANTINE LLP Address (line 2) 1301 AVENUE OF THE AMERICAS Address (line 2) 1301 AVENUE OF THE AMERICAS Address (line 3) NEW YORK, NY 10019 Address (line 4) Pages Enter the total number of pages of the attached conveyance document # 4 including any attachments. Trademark Application Number(s) or Registration Number (00 NOT ENTER BOTH numbers for the same property). Trademark Application Number (00 NOT ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for the same property). Trademark Application Number (10 Not ENTER BOTH numbers for th	Expires 06/30/99	618B Page	e 2	Patent and Trademark Office
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Address (line 3) Address (line 4) Correspondent Name and Address Area Code and Telephone Number (212) 259-6420 Name STANTON J. LOVENWORTH, ESO. Address (line 1) DEWEY BALLANTINE LLP Address (line 2) 1301 AVENUE OF THE AMERICAS Address (line 3) NEW YORK, NY 10019 Address (line 4) Pages Enter the total number of pages of the attached conveyance document # 4 including any attachments. Trademark Application Number(s) or Registration Number(s) X Mark if additional numbers attached Enter either the Trademark Application Number (g) to NOT ENTER BOTH number for the same property). Trademark Application Number(s) 75977494 2198088 2304825 2136232 [75718029] [75491450] [75977494] 2198088 2304825 2136232 [75606235] [75718028] [75736843] [1904381] [1834422] [2127794] [75427186] [75892309] [75771397] [2145268] [2065894] [1015485] Number of Properties Enter the total number of properties involved. # 52 Fee Amount Fee Amount for Properties Listed (37 CFR 3.41); \$ 1, 315.00 Method of Payment: Deposit Account Deposit Account Deposit Account Uperson Account	Address (line 1)			·
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Statement and Signature To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein. MIKE K. CANTWELL	(Enter for payment by denosit account or it additional fees can be charged to the account, (1) 040957			
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MIKE K. CANTWELL		$1/\Lambda_{\rm a}$	Muta 1	1/3/00
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Address (line 2) UPPER HATCH STREET	
Address (line 3) DUBLIN	I RELAND 2 State/Country Zip Code
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X Citizenship/State of Incorporation/Organization	RELAND
Trademark Application Number(s) or Registra Enter either the Trademark Application Number or the Registration	tion Number(s) X Mark if additional numbers attached Number (DO NOT ENTER BOTH numbers for the same property).
	Registration Number(s)
Trademark Application Number(s)	1016865 1878465 2252796
75771398	[2262249] [2214186] [2057833]
	1864543 1790901 2294751
	1004343
	2343234
	2187757 1784693 2099000
	2107737
	1928742 1929707 2238506
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Composed of
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Address (line 2) UPPER HATCH STREET
Address (line 3) DUBLIN IRELAND 2 City State/Country Zip Code
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Other document from the Assignment.)
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D. Continue Number(s)
Trademark Application Number(s) Registration Number(s) 2218427 1934358 1932617
1479442 2280183 2062744
2302982 2178726 2025822
2145266

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT, made as of the 2000 of Ochbe, 2000, from Riverdeep Group PLC, a corporation organized under the laws of Ireland having a place of business at 3rd Floor, Styne House, Upper Hatch Street, Dublin 2, Ireland (hereinafter referred to as "Assignor") to Riverdeep Interactive Learning Limited, a corporation organized under the laws of Ireland having a place of business at 3rd Floor, Styne House, Upper Hatch Street, Dublin 2, Ireland (hereinafter referred to as "Assignee").

WHEREAS, Assignor is the owner of the trademarks and service marks and the trademark and service mark registrations and applications identified on Schedule A attached hereto (hereinafter collectively, the "Trademarks"); and

WHEREAS, Assignee is desirous of acquiring the Trademarks; and

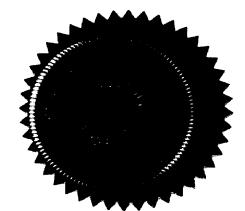
WHEREAS, Assignee is acquiring from Assignor the entire business to which the Trademarks pertain;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, transfer, convey and assign unto Assignee Assignor's entire right, title and interest in and to the Trademarks, in the United States and all jurisdictions outside the United States, together with the goodwill of the business appurtenant thereto and which is symbolized thereby, including the right to apply for trademark registration outside the United States based in whole or in part upon said Trademarks, and the right to renew the trademark registrations and any trademark registrations which shall issue from the applications included in the Trademarks, and every priority right that is or may be predicated upon or arise from said Trademarks, to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives, to be used as fully and entirely as said rights would have been held and enjoyed by Assignor had this assignment and sale not been made, together with all claims for damages by reason of past infringement of said Trademarks with the right to sue and collect the same for its own use or for the use of its successors, assigns or other legal representatives.

Assignor hereby authorizes the Assistant Commissioner of Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office to transfer all registrations and applications for the Trademarks to Assignee as assignee of the entire right, title and interest therein or otherwise as Assignee may direct, in accordance with this instrument of assignment, and to issue to Assignee all registrations which may issue with respect to any applications for a trademark or service mark included in the Trademarks, in accordance with this Trademark Assignment.

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be executed by its proper officer thereunto duly authorized, as of the date first above written. **ASSIGNOR:** Riverdeep Group PLC By: Sudductell
Name: JAV & AMILUICE
Title: VICE PRESIDENT STATE OF COUNTY OF Before me, the undersigned, a Notary Public of the State of MAS, personally appeared David Mulville, having been sworn by me according to law did depose and say he was the Uice Dresident of Riverdeep Group PLC (the "Assignor") and did acknowledge the execution of the foregoing Trademark Assignment on behalf of said Assignor. WITNESS my band and notarial seal this 18 day of October, 2000. **ASSIGNEE:** Riverdeep Interactive Learning

By: Ard Mull.
Name: Str. A mulling Title: Vice president



Schedule A

Trademarks and Service Marks and Registrations and Applications Therefor

<u>Mark</u>	U.S. Registration No./Application No.	U.S. Registration Date/ Filing Date
ALL AROUND FRIPPLETOWN	75/718,029	June 1, 1999
AN ISLAND ADVENTURE	2,198,088	October 20, 1998
AN OCEAN ADVENTURE	2,304,825	December 28, 1999
ASTRO ALGEBRA	2,136,232	February 10, 1998
BAILEY'S BOOK HOUSE	1,904,381	July 11, 1995
BAILEY'S BOOK HOUSE	1,834,422	May 3, 1994
BRAIN BYTES	75/491,450	May 27, 1998
CALCULATING CREW	2,127,794	January 6, 1998
CARNIVAL COUNTDOWN	2,145,268	March 17, 1998
DESTINATION: TIME TRIP, USA	2,065,894	May 27, 1997
EDMARK	1,015,485	July 8, 1975
EDMARK	1,016,865	July 29, 1975
EDMARK & Design	1,878,465	February 14, 1995
E EDMARK IGNITE THE	2,252,796	June 15, 1999
CURIOUS MIND & Design	•	
E & Design	2,262,249	July 20, 1999
FRIPPLE	75/977,494	November 25, 1997
FRIPPLETOWN	75/606,235	December 15, 1998
GALACTIC BRAIN BENDERS	75/718,028	June 1, 1999
IGNITE THE CURIOUS MIND	2,214,186	December 29, 1998
IMAGINATION EXPRESS	2,057,833	April 29, 1997
KID DESK & Design	1,864,543	November 29, 1994
KIDDESK & Design	1,790,901	August 31, 1993
KID-SAFE SITES	2,294,751	November 23, 1999
LET'S GO READ!	2,349,234	May 16, 2000
LOGO DESIGN	1,165,969	August 18, 1981
MIGHTY MATH	2,096,700	September 16, 1997
MILLIE & BAILEY	2,187,757	September 8, 1998
MILLIE'S MATH HOUSE	1,784,693	June 27, 1993
MINDTWISTER MATH	75/736,843	June 25, 1999
NET COMPANION	75/427,186	February 2, 1998
NUMBER HEROES	2,099,000	September 23, 1997
ORANGA BANGA	1,928,742	October 17, 1995
SAMMY'S SCIENCE HOUSE	1,929,707	October 24, 1995
SKY ISLAND MYSTERIES	2,238,506	April 13, 1999
STANLEY'S STICKER STORIES	2,078,912	July 15, 1997
STRATEGY CHALLENGES	2,123,628	December 23, 1997
SUPER SECRET SCIENCE	2,223,894	February 16, 1999
STATION	, .	
THEMEWEAVERS	75/892,309	January 7, 2000

<u>Mark</u>	U.S. Registration No./Application No.	U.S. Registration Date/ Filing Date
THINKIN' SCIENCE	2,218,427	January 19, 1999
THINKIN' THINGS	1,934,358	November 7, 1995
THINKIN' THINGS & Design	1,932,617	November 7, 1995
TOUCHFREE	75/752,212	July 15, 1999
TOUCHWINDOW	1,479,442	March 8, 1988
TRAVEL THE WORLD	2,280,183	September 21, 1999
TRUDY'S TIME & PLACE	2,062,744	May 20, 1997
HOUSE		
TRUE NETWORK VERSIONS	2,302,982	December 21, 1999
VIRTUAL MANIPULATIVES	2,178,726	August 4, 1998
VLE VIRTUAL LABS:	75/771,397	August 5, 1999
ELECTRICITY HIGHLY		
ACCURATE ELECTRICAL		
SIMULATIONS OF CD ROM &		
Design		
VLL VIRTUAL LABS: LIGHT	75/771,398	August 5, 1999
HIGHLY ACCURATE LASER		
SIMULATIONS ON CD ROM &		
Design		5 1 24 1007
WORDS AROUND ME	2,025,822	December 24, 1996
ZAP!	75/460,001	April 1, 1998
ZOO ZILLIONS	2,145,266	March 17, 1998

4