

12-08-2000



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M.P. 11.26.00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
10/20/2000

Conveying Party

Mark if additional names of conveying parties attached

Name **RIVERDEEP, INC.** Execution Date
Month Day Year
10/20/2000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization **DELAWARE**

Receiving Party

Mark if additional names of receiving parties attached

Name **RIVERDEEP INTERACTIVE LEARNING LTD.**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **3rd Floor Styne House**

Address (line 2) **Upper Hatch Street**

Address (line 3) **Dublin** **Ireland** **2**
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization **Dublin, Ireland**

FOR OFFICE USE ONLY

12/07/2000 WTHA11 00000329 162500 75452163

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002191 FRAME: 0734

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Jennifer Silver, Esq.

Address (line 1) Proskauer Rose LLP

Address (line 2) 1585 Broadway

Address (line 3) New York, New York 10036

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 969-3246

Name Jennifer Silver, Esq.

Address (line 1) Proskauer Rose LLP

Address (line 2) 1585 Broadway

Address (line 3) New York, New York 10036

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/452,165 75/908,154 75/908,153

Number of Properties

Enter the total number of properties involved.

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 90

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

16-2500

Authorization to charge additional fees:

Yes

No

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.

Jennifer Silver

Name of Person Signing

Signature

10/26/00

Date Signed

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT OF U.S. TRADEMARKS**

WHEREAS, Riverdeep, Inc., a Delaware corporation located and doing business at 125 Cambridge Park Drive, Cambridge, Massachusetts 02140 ("Assignor") has adopted, used and is using the trademarks listed on Schedule A attached hereto (the "Marks"); and

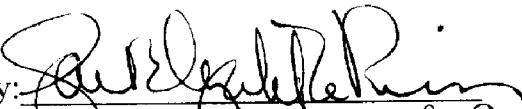
WHEREAS, Assignor owns the U.S. Trademark Applications listed on Schedule A attached hereto (the "U.S. Trademark Applications"); and

WHEREAS, Riverdeep Interactive Learning Ltd., a corporation incorporated in the country of Ireland and located and doing business at 3rd Floor, Styne House, Upper Hatch Street, Dublin 2, Ireland ("Assignee") desires to obtain all rights in and to the Marks and the U.S. Trademark Applications.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee all right, title and interest in and to the Marks, the U.S. Trademark Applications and all other registrations and applications to register the Marks, the right to recover for any and all past infringements of the Marks, and the goodwill of the business in connection with which the Marks are used.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as of this 20th day of October 2000.

RIVERDEEP, INC.

By: 
Name: Gae Elizabeth Perem
Title: President & COO.

SCHEDULE A

MARK	Serial No.	Filing Date	Intl. Class
RIVERDEEP	75/452,165	3/18/98	9
RIVERDEEP LOGO	75/908,153	2/2/00	9
RIVERDEEP LOGO	75/908,154	2/2/00	41

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October 26, 2000

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22202

Gary Gordon

(Typed or Printed Name of Person Mailing Paper or Fee)

Gordon

(Signature of Person Mailing Paper or Fee)