

05-13-2003



Form PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

102445848

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **S.703**  
 Foothill Capital Corporation

Individuals  Association  
 General Partnership -  Limited Partnership  
 Corporation-State  
 Other - Collateral Agent

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: Riverdeep Interactive Learning Limited  
 Internal Address: Eighth Floor  
 Street Address: Apollo House, Tara Street  
 City: Dublin Country: Ireland ZIP: 2

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation- Ireland \_\_\_\_\_  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment  Merger  
 Security Interest  Change of Name  
 Other Release of Security Interest:  
Reel/Frame No. 2563/0285

Execution Date: May 1, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)  
Please see the attached listing

Additional numbers attached?  Yes  No

Trademark Registration No.(s)  
Please see the attached listing

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Elizabeth A. Nunn, Senior Legal Assistant  
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas  
 City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved: 142

7. Total fee (37 CFR 3.41): ..... \$ 3665.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-1705 (in event of deficiency)  
 (Attach duplicate copy of this page if paying by deposit account)

05/12/2003 TBIAZI 00000201 2449929  
 01 FC:8521 40.00 OP  
 02 FC:8522 3525.00 OP

DO NOT USE THIS SPACE

9. 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.*

Elizabeth A. Nunn [Signature] May 7, 2003  
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 25

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

05/12/2003 TBIAZI 00000201 2449929  
 CHECK RECORDED FEE: \$100.00

TRADEMARK  
 REEL: 002725 FRAME: 0600

**Riverdeep Trademarks Schedule**

<u>Trademark Name</u>	<u>Status</u>	<u>International Class</u>	<u>Registration/ Application No.</u>	<u>Country</u>
ALL AROUND FRIPPLETOWN	Registered	9	2,449,929	USA
AN ISLAND ADVENTURE	Registered	9, 16	2,198,088	USA
AN OCEAN ADVENTURE	Registered	9	2,304,825	USA
ASTRO ALGEBRA	Registered	9	2,136,232	USA
BAILEY'S BOOK HOUSE	Registered	9	1,834,422	USA
BAILEY'S BOOK HOUSE	Registered	16	1,904,381	USA
BRAIN BYTES	Registered	9	2,363,016	USA
CALCULATING CREW	Registered	9	2,127,794	USA
CARNIVAL COUNTDOWN	Registered	9	2,145,268	USA
DESTINATION MATH	Registered	41	2,578,138	USA
DESTINATION MATH	Registered	9	2,554,481	USA
DESTINATION READING	Pending	9, 41	76/244770	USA
DESTINATION: TIME TRIP, USA	Registered	9, 16	2,065,894	USA
<del>DIE ABENTEUER DER ZOBINIS</del>	<del>Registered</del>	<del>9, 28</del>	<del>396 01 607</del>	<del>Germany</del>
DIJIT and Design	Registered	41	2,487,878	USA
DIJIT and Design	Registered	16	2,448,059	USA
DIJIT Logo	Registered	16	2,402,359	USA
DIJIT Logo	Registered	9	2,435,510	USA

<u>Trademark Name</u>	<u>Status</u>	<u>International Class</u>	<u>Registration/ Application No.</u>	<u>Country</u>
DIJIT Logo	Registered	41	2,487,877	USA
E Logo	Registered	9	2,262,249	USA
EARTH PULSE CENTER Logo	Registered	42	2,531,743	USA
EDCONNECT	Pending	9, 41, 42	76/079951	USA
EDMARK	Registered	16	1,016,865	USA
EDMARK	Registered	41	1,015,485	USA
EDMARK	Registered	9, 35, 41, 42	2,515,111	USA
EDMARK and Design	Registered	9, 16	1,878,465	USA
EDMARK IGNITE THE CURIOUS MIND and Design	Registered	9	2,225,796	USA
EDVANTAGE	Registered	9	2,525,466	USA
FOOLPROOF	Registered	9, 16	1,926,732	USA
FRIPPLE	Pending	9	75/977494	USA
FRIPPLETOWN	Registered	9	2,571,790	USA
GALACTIC BRAIN BENDERS	Registered	9	2,466,413	USA
HIGHWAY PATROL	Registered	9	2,213,162	USA
IGNITE THE CURIOUS MIND	Registered	9	2,214,186	USA
IMAGINATION EXPRESS	Registered	9, 16	2,057,833	USA
KID DESK and Design	Registered	9, 16	1,864,543	USA
KIDDESK	Registered	9, 16	1,790,901	USA
KID-SAFE SITES	Registered	42	2,294,751	USA

<u>Trademark Name</u>	<u>Status</u>	<u>International Class</u>	<u>Registration/ Application No.</u>	<u>Country</u>
L'ODYSEE DES ZOMBINIS	Registered	9, 28, 42	99605713	France
LET'S GO READ!	Registered	9, 16	2,349,234	USA
LOGAL	Registered	9	1,882,881	USA
<del>LOGAL</del>	<del>Registered</del>	<del>9, 16</del>	<del>211987</del>	<del>CTM</del>
LOGAL SIMLIBRARY	Registered	41	2,551,916	USA
<del>MAIS OU SE CACHE CARMEN SANDIEGO?</del>	<del>Registered</del>	<del>9, 28, 42</del>	<del>95589072</del>	<del>France</del>

<del>MAIS OU SE CACHE CARMEN SANDIEGO? EDITION JUNIOR</del>	<del>Registered</del>	<del>9, 28, 42</del>	<del>95589071</del>	<del>France</del>
<del>MATHKEYS</del>	<del>Registered</del>	<del>9</del>	<del>TMA451,813</del>	<del>Canada</del>
MIGHTY MATH	Registered	9	2,096,700	USA
MILLIE & BAILEY	Registered	9	2,187,757	USA
MILLIE'S MATH HOUSE	Registered	9, 16	1,784,693	USA
MINDTWISTER MATH	Registered	9	2,470,384	USA
MYWAVE and Design	Registered	41	2,551,764	USA
NOOTLE	Pending	41	76/300721	USA
NOOTLE Design	Pending	41	76/300871	USA
NOW THE BEST SCHOOL CAN BE EVERYWHERE	Registered	41	2,463,867	USA
NUMBER HEROES	Registered	9	2,099,000	USA
ORANGA BANGA	Registered	9, 16	1,928,742	USA
<del>PARLONS ANGLAIS</del>	<del>Registered</del>	<del>9</del>	<del>TMA515,888</del>	<del>Canada</del>
<del>PARLONS ANGLAIS</del>	<del>Registered</del>	<del>9, 16</del>	<del>95/596841</del>	<del>France<sup>2</sup></del>
<del>READER RABBIT</del>	<del>Registered</del>	<del>9</del>	<del>A483117</del>	<del>Australia<sup>3</sup></del>
<del>READER RABBIT</del>	<del>Registered</del>	<del>9</del>	<del>350629</del>	<del>CTM<sup>4</sup></del>
<del>READER RABBIT</del>	<del>Registered</del>	<del>9</del>	<del>95/584390</del>	<del>France</del>
<del>READER RABBIT</del>	<del>Registered</del>	<del>9, 16, 28</del>	<del>395 33 572</del>	<del>Germany</del>
<del>READER RABBIT</del>	<del>Registered</del>	<del>9</del>	<del>4074626</del>	<del>Japan</del>
RIVERDEEP	Pending	41	76/204219	USA
RIVERDEEP	Registered	9	2,400,552	USA
RIVERDEEP INTERACTIVE	Registered	41	2,469,585	USA

LEARNING				
RIVERDEEP INTERACTIVE LEARNING	Registered	9	2,465,682	USA
RIVERDEEP Logo	Registered	41	2,452,885	USA
RIVERDEEP Logo	Registered	9	2,508,894	USA
SAFEFILTER	Pending	9	75/822505	USA
SAMMY'S SCIENCE HOUSE	Registered	9, 16	1,929,707	USA
SCREENPLAY	Registered	9, 16	2,014,817	USA
SKY ISLAND MYSTERIES	Registered	9	2,238,506	USA
SMARTSTUFF	Registered	9, 16	1,939,206	USA
STANLEY'S STICKER STORIES	Registered	9	2,078,912	USA
STRATEGY CHALLENGES	Registered	9	2,123,628	USA
SUPER SECRET SCIENCE STATION	Registered	9	2,223,894	USA
THE EDITOR'S DESK and Design	Pending	9	76/178772	USA
<del>THE LEARNING COMPANY</del>	<del>Registered</del>	<del>9</del>	<del>1532202</del>	<del>Argentina</del>
<del>THE LEARNING COMPANY</del>	<del>Registered</del>	<del>9</del>	<del>TMA492,467</del>	<del>Canada</del>
<del>THE LEARNING COMPANY</del>	<del>Registered</del>	<del>9</del>	<del>350595</del>	<del>CTM</del>
<del>THE LEARNING COMPANY</del>	<del>Registered</del>	<del>9</del>	<del>B685/94</del>	<del>Singapore</del>
<del>THE LEARNING COMPANY</del>	<del>Registered</del>	<del>9</del>	<del>818.726.920</del>	<del>Brazil</del>
<del>THE LEARNING COMPANY</del>	<del>Registered</del>	<del>9</del>	<del>95/584389</del>	<del>France</del>
<del>THE LEARNING COMPANY</del>	<del>Registered</del>	<del>9</del>	<del>4059352</del>	<del>Japan</del>
<del>THE LEARNING COMPANY and Design</del>	<del>Registered</del>	<del>9</del>	<del>B420052</del>	<del>Australia</del>
<del>THE LEARNING COMPANY</del>	<del>Registered</del>	<del>9</del>	<del>523,895</del>	<del>Mexico</del>

and Design				
THE RIVERDEEP EDVANTAGE	Pending	41	76/204220	USA
THEMEWEAVERS	Pending	9	75/892309	USA
THINKIN' SCIENCE	Registered	9	2,218,427	USA
THINKIN' THINGS	Registered	9, 16	1,934,358	USA
THINKIN' THINGS and Design	Registered	9, 16	1,932,617	USA
TLC	Registered	9, 28	4156451	Japan
TLC	Registered	9, 28	725334	Australia
TLC	Registered	9	424143	CTM
TOUCHFREE	Registered	9	2,470,715	USA
TOUCHWINDOW	Registered	9	1,479,442	USA
TRAVEL THE WORLD	Registered	9	2,280,183	USA
TRUDY'S TIME & PLACE HOUSE	Registered	9, 16	2,062,744	USA
TRUE NETWORK VERSIONS	Registered	9	2,302,982	USA
VANTAGE POINTS	Pending	9	76/204221	USA
VANTAGE POINTS	Pending	16	76/204222	USA
VANTAGE POINTS	Pending	41	76/205545	USA
VIRTUAL LABS: ELECTRICITY VL E HIGHLY ACCURATE ELECTRICAL SIMULATIONS and Design	Pending	9	75/771397	USA
VIRTUAL LABS: LIGHT VL 1 HIGHLY ACCURATE LASER SIMULATIONS ON CD-ROM and Design	Pending	9	75/771398	USA
VIRTUAL MANIPULATIVES	Registered	9	2,178,726	USA

<del>WO STECKT CARMEN SANDIEGO? WELT EDITION</del>	Registered	9, 28	395 38 613	Germany
<del>WO STECKT CARMEN SANDIEGO? JUNIOR EDITION</del>	Registered	9, 28	395 38 614	Germany
WORDS AROUND ME	Registered	9, 16	2,025,822	USA
WRITE FOR YOUR LIFE and Design	Pending	9	76/178771	USA
XCURSION	Pending	9	75/822509	USA
ZAP!	Pending	9	75/460001	USA
ZOO ZILLIONS	Registered	9	2,145,266	USA

Trademark/ Servicemark	Country	Class	Reg./Serial Number
ACTIVE MIND SERIES	U.S.	9	2,078,845
AMAZING WRITING MACHINE, THE	U.S.	9	1,969,945
AMAZON TRAIL, THE	U.S.	28	1,850,384
CARMEN SANDIEGO CONNECTION	U.S.	42	2,212,991
<del>CARMEN SANDIEGO JUNIOR DETECTIVE EDITION<sup>1</sup></del>	<del>UK</del>	<del>9</del>	<del>2036630<sup>1</sup></del>
CARMEN SANDIEGO JUNIOR DETECTIVE EDITION	U.S.	28	2,007,255
CARMEN SANDIEGO WORD DETECTIVE	U.S.	9	2304536
CLUEFINDERS, THE	U.S.	9	2,286,308
<del>DIE ABENTEUER DER ZOBNIS<sup>1</sup></del>	<del>GERMANY</del>	<del>9,28</del>	<del>396 01 607<sup>1</sup></del>
ELANGUAGE	U.S.	41	2,470,749
FAETTER KANIN	DENMARK	9,28	1999-00737
GRADE BUILDER	U.S.	9	2,286,115
INTERACTIVE MATH JOURNEY	U.S.	9	2,072,359
INTERACTIVE READING JOURNEY	U.S.	9	1,990,761
JAMES DISCOVERS MATH	U.S.	9	2,233,893
LEARNINGBUDDIES	U.S.	9	2,448,326
<del>LEARNING COMPANY, THE</del>	<del>ARGENTINA</del>	<del>9</del>	<del>1532202</del>
<del>LEARNING COMPANY, THE</del>	<del>BRAZIL</del>	<del>9</del>	<del>818.726.920</del>
<del>LEARNING COMPANY, THE</del>	<del>CANADA</del>	<del>9</del>	<del>TMA492,467</del>
<del>LEARNING COMPANY, THE</del>	<del>COSTA RICA</del>	<del>9</del>	<del>92609</del>



Trademark/ Servicemark	Country	Class	Reg./Serial Number
<del>LEARNING COMPANY, THE</del>	<del>CTM</del>	<del>9</del>	<del>350595</del>
<del>LEARNING COMPANY, THE<sup>1</sup></del>	<del>FRANCE</del>	<del>9</del>	<del>95584389</del>
<del>LEARNING COMPANY, THE</del>	<del>JAPAN</del>	<del>9</del>	<del>4059352</del>
<del>LEARNING COMPANY, THE</del>	<del>SINGAPORE</del>	<del>9</del>	<del>685/94</del>
<del>LEARNING COMPANY, THE</del>	<del>U.S.</del>	<del>9,16</del>	<del>1,347,323</del>
<del>LEARNING COMPANY, THE &amp; Design</del>	<del>AUSTRALIA</del>	<del>9</del>	<del>B420052</del>
<del>LEARNING COMPANY, THE &amp; Design</del>	<del>MEXICO</del>	<del>9</del>	<del>523895</del>
<del>L'ODYSEE DES ZOOMBINIS<sup>1</sup></del>	<del>FRANCE</del>	<del>9,28,42</del>	<del>96 605 713</del>
<del>LOGICAL JOURNEY OF THE ZOOMBINIS</del>	<del>U.S.</del>	<del>9</del>	<del>2,041,387</del>
<del>MAIS OU SE CACHE CARMEN SANDIEGO?<sup>1</sup></del>	<del>FRANCE</del>	<del>9,28,42</del>	<del>95 589 072</del>
<del>MAIS OU SE CACHE CARMEN SANDIEGO? EDITION JUNIOR<sup>1</sup></del>	<del>FRANCE</del>	<del>9,28,42</del>	<del>95 589 071</del>
<del>MARLU &amp; Design</del>	<del>U.S.</del>	<del>9,16,41</del>	<del>1,991,609</del>
<del>MATHKEYS<sup>1</sup></del>	<del>CANADA</del>	<del>9</del>	<del>TMA451,813</del>
<del>MATHKEYS</del>	<del>U.S.</del>	<del>9</del>	<del>1,885,562</del>
<del>MAVIS BEACON</del>	<del>U.S.</del>	<del>9</del>	<del>2,070,388</del>
<del>MAVIS BEACON TEACHES TYPING!</del>	<del>U.S.</del>	<del>9</del>	<del>1,503,670</del>
<del>OREGON TRAIL, THE</del>	<del>U.S.</del>	<del>28</del>	<del>1,771,617</del>
<del>ORLY'S DRAW-A-STORY</del>	<del>U.S.</del>	<del>9</del>	<del>2,179,142</del>
<del>OUTNUMBERED!</del>	<del>U.S.</del>	<del>28</del>	<del>1,616,866</del>
<del>PARLONS ANGLAIS<sup>1</sup></del>	<del>CANADA</del>	<del>9</del>	<del>TMA515,888</del>
<del>PARLONS ANGLAIS<sup>1</sup></del>	<del>FRANCE</del>	<del>9</del>	<del>95596841</del>
<del>PIONEER ADVENTURES</del>	<del>U.S.</del>	<del>9</del>	<del>2,445,419</del>
<del>PRACTICE MAKES PERFECT</del>	<del>U.S.</del>	<del>9</del>	<del>2,276,281</del>
<del>READER RABBIT</del>	<del>CTM</del>	<del>9</del>	<del>350629</del>
<del>READER RABBIT<sup>1</sup></del>	<del>FRANCE</del>	<del>9</del>	<del>95584390</del>
<del>READER RABBIT<sup>1</sup></del>	<del>GERMANY</del>	<del>9</del>	<del>395 33 572</del>
<del>READER RABBIT</del>	<del>U.S.</del>	<del>9</del>	<del>1,430,966</del>
<del>READER RABBIT</del>	<del>JAPAN</del>	<del>9</del>	<del>4074626</del>
<del>READER RABBIT</del>	<del>AUSTRALIA</del>	<del>9</del>	<del>483117</del>
<del>READER RABBIT'S KINDERGARTEN</del>	<del>U.S.</del>	<del>9</del>	<del>2,194,347</del>
<del>READER RABBIT'S PRESCHOOL</del>	<del>U.S.</del>	<del>9</del>	<del>2,191,555</del>
<del>READER RABBIT'S TODDLER</del>	<del>U.S.</del>	<del>9</del>	<del>2,191,554</del>
<del>SKILLS BANK</del>	<del>U.S.</del>	<del>9</del>	<del>1,732,691</del>
<del>SKILLS BANK CORNERSTONE</del>	<del>U.S.</del>	<del>9,16</del>	<del>1,909,068</del>
<del>STORYBOOK WEAVER</del>	<del>U.S.</del>	<del>28</del>	<del>1,769,401</del>
<del>SUPER SOLVERS</del>	<del>U.S.</del>	<del>9</del>	<del>1,872,342</del>

Trademark/ Servicemark	Country	Class	Reg./Serial Number
TLC	AUSTRALIA	9,28	725334
TLC	CTM	9	424143
TLC	JAPAN	9,28	4156451
TLC & Design	U.S.	9	2,200,440
TLC THE LEARNING COMPANY & Design	U.S.	9	2,364,846
TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE & Design	U.S.	9	2,322,090
TREASURE COVE!	U.S.	9	1,818,409
TREASURE MATHSTORM!	U.S.	9	1,832,011
TREASURE MOUNTAIN!	U.S.	9	1,854,540
ULTIMATE WRITING & CREATIVITY CENTER	U.S.	9	2,077,963
VIRTUALTALK	U.S.	41	76/071,880
WHERE IN THE U.S.A. IS CARMEN SANDIEGO?	U.S.	28	1,483,655
<del>WHERE IN THE WORLD IS CARMEN SANDIEGO?</del>	<del>UK</del>	<del>9</del>	<del>2036650</del>
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	28	1,383,516
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	41	2,163,949
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	16	2,087,438
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	28	2,213,937
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	16	2,221,220
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	9	2,223,676
WHERE IN THE WORLD IS CARMEN SANDIEGO? JUNIOR DETECTIVE EDITION	U.S.	28	1,963,054
WHERE IN TIME IS CARMEN SANDIEGO?	U.S.	41	2,135,018
WHERE IN TIME IS CARMEN SANDIEGO?	U.S.	28	1,606,525
<del>WO STECKT CARMEN SANDIEGO? JUNIOR EDITION</del>	<del>GERMANY</del>	<del>9,28</del>	<del>39538614</del>
<del>WO STECKT CARMEN SANDIEGO? WELT EDITION</del>	<del>GERMANY</del>	<del>9,28</del>	<del>39538613.6</del>

Trademark/ Servicemark	Country	Class	Reg./Serial Number
WORD MUNCHERS	U.S.	9	2,244,406
STARFLYERS	U.S.	9	

**TRADEMARK RELEASE**

This Release granted as of May 1, 2003, by Foothill Capital Corporation, a California corporation, as Agent (the "Agent"), with principal offices at 2450 Colorado Avenue, Suite 3000 West, Santa Monica, California 90404, to Riverdeep Interactive Learning Limited, a company organized under the laws of the Republic of Ireland ("Assignor"), with principal offices at Eighth Floor, Apollo House, Tara Street, Dublin 2, Ireland, as follows:

**W I T N E S S E T H:**

WHEREAS, the Assignor has heretofore granted to the Agent a security interest in certain U.S. trademarks, trademark registrations and trademark applications as more particularly set forth on Schedule A attached hereto (the "Marks") to secure the Secured Obligations (as defined in the Trademark Security Agreement, dated as August 23, 2002, between the Agent and the Assignor (the "Security Agreement")); and


WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Assignor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Assignor any and all right, title and interest in and to the Marks, and more particularly, (i) the security interest in the trademarks, trademark registrations and trademark applications as set forth on Schedule A hereto, (ii) all Proceeds (as such term is defined in the Security Agreement) and products of the Marks, (iii) the goodwill of the business symbolized by the Marks and (iv) all causes of action arising prior to or after August 23, 2002 for infringement of any of the

Marks or unfair competition regarding the same, and granted to the Agent by the Assignor by the Security Agreement, which Assignment was duly recorded on August 30, 2002 at Trademark Reel 2563, Frame 0285 in the United States Patent and Trademark Office.

\*\*\*

FOOTHILL CAPITAL CORPORATION  
as Agent

By:   
Name: CHARLES KIM  
Title: VP

**ACKNOWLEDGMENT**

STATE OF CALIFORNIA

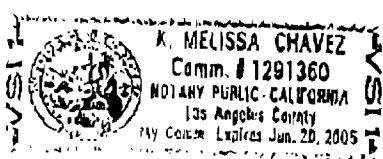
)ss.

COUNTY OF LOS ANGELES

On May 2, 2003 before me, K. Melissa Chavez, Notary Public, personally appeared Charles Kim, personally known to me (or proved to me on the basis of satisfactory evidence) to be the Vice President of Foothill Capital Corporation, a California Corporation, whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Seal]



*K. Melissa Chavez*  
Notary Public  
My Comm. Expires January 20, 2005

SCHEDULE A

## Riverdeep Trademarks Schedule

<u>Trademark Name</u>	<u>Status</u>	<u>International Class</u>	<u>Registration/ Application No.</u>	<u>Country</u>
ALL AROUND FRIPPLETOWN	Registered	9	2,449,929	USA
AN ISLAND ADVENTURE	Registered	9, 16	2,198,088	USA
AN OCEAN ADVENTURE	Registered	9	2,304,825	USA
ASTRO ALGEBRA	Registered	9	2,136,232	USA
BAILEY'S BOOK HOUSE	Registered	9	1,834,422	USA
BAILEY'S BOOK HOUSE	Registered	16	1,904,381	USA
BRAIN BYTES	Registered	9	2,363,016	USA
CALCULATING CREW	Registered	9	2,127,794	USA
CARNIVAL COUNTDOWN	Registered	9	2,145,268	USA
DESTINATION MATH	Registered	41	2,578,138	USA
DESTINATION MATH	Registered	9	2,554,481	USA
DESTINATION READING	Pending	9, 41	76/244770	USA
DESTINATION: TIME TRIP, USA	Registered	9, 16	2,065,894	USA
DIE ABENTEUER DER ZOBINIS	Registered	9, 28	396 01 607	Germany
DIJIT and Design	Registered	41	2,487,878	USA
DIJIT and Design	Registered	16	2,448,059	USA
DIJIT Logo	Registered	16	2,402,359	USA
DIJIT Logo	Registered	9	2,435,510	USA



<u>Trademark Name</u>	<u>Status</u>	<u>International Class</u>	<u>Registration/ Application No.</u>	<u>Country</u>
DIIT Logo	Registered	41	2,487,877	USA
E Logo	Registered	9	2,262,249	USA
EARTHULSE CENTER Logo	Registered	42	2,531,743	USA
EDCONNECT	Pending	9, 41, 42	76/079951	USA
EDMARK	Registered	16	1,016,865	USA
EDMARK	Registered	41	1,015,485	USA
EDMARK	Registered	9, 35, 41, 42	2,515,111	USA
EDMARK and Design	Registered	9, 16	1,878,465	USA
EDMARK IGNITE THE CURIOUS MIND and Design	Registered	9	2,225,796	USA
EDVANTAGE	Registered	9	2,525,466	USA
FOOLPROOF	Registered	9, 16	1,926,732	USA
FRIPPLE	Pending	9	75/977494	USA
FRIPPLETOWN	Registered	9	2,571,790	USA
GALACTIC BRAIN BENDERS	Registered	9	2,466,413	USA
HIGHWAY PATROL	Registered	9	2,213,162	USA
IGNITE THE CURIOUS MIND	Registered	9	2,214,186	USA
IMAGINATION EXPRESS	Registered	9, 16	2,057,833	USA
KID DESK and Design	Registered	9, 16	1,864,543	USA
KIDDESK	Registered	9, 16	1,790,901	USA
KID-SAFE SITES	Registered	42	2,294,751	USA

<u>Trademark Name</u>	<u>Status</u>	<u>International Class</u>	<u>Registration/ Application No.</u>	<u>Country</u>
L'ODYSSEE DES ZOOMBINIS	Registered	9, 28, 42	99605713	France
LET'S GO READ!	Registered	9, 16	2,349,234	USA
LOGAL	Registered	9	1,882,881	USA
LOGAL	Registered	9, 16	211987	CTM
LOGAL SIMLIBRARY	Registered	41	2,551,916	USA
MAIS OU SE CACHE CARMEN SANDIEGO?	Registered	9, 28, 42	95589072	France

MAIS OU SE CACHE CARMEN SANDIEGO? EDITION JUNIOR	Registered	9, 28, 42	95589071	France
MATHKEYS	Registered	9	TMA451,813	Canada
MIGHTY MATH	Registered	9	2,096,700	USA
MILLIE & BAILEY	Registered	9	2,187,757	USA
MILLIE'S MATH HOUSE	Registered	9, 16	1,784,693	USA
MINDTWISTER MATH	Registered	9	2,470,384	USA
MYWAVE and Design	Registered	41	2,551,764	USA
NOOTLE	Pending	41	76/300721	USA
NOOTLE Design	Pending	41	76/300871	USA
NOW THE BEST SCHOOL CAN BE EVERYWHERE	Registered	41	2,463,867	USA
NUMBER HEROES	Registered	9	2,099,000	USA
ORANGA BANGA	Registered	9, 16	1,928,742	USA
PARLONS ANGLAIS	Registered	9	TMA515,888	Canada
PARLONS ANGLAIS	Registered	9, 16	95/596841	France
READER RABBIT	Registered	9	A483117	Australia
READER RABBIT	Registered	9	350629	CTM
READER RABBIT	Registered	9	95/584390	France
READER RABBIT	Registered	9, 16, 28	395 33 572	Germany
READER RABBIT	Registered	9	4074626	Japan
RIVERDEEP	Pending	41	76/204219	USA
RIVERDEEP	Registered	9	2,400,552	USA
RIVERDEEP INTERACTIVE	Registered	41	2,469,585	USA

LEARNING				
RIVERDEEP INTERACTIVE LEARNING	Registered	9	2,465,682	USA
RIVERDEEP Logo	Registered	41	2,452,885	USA
RIVERDEEP Logo	Registered	9	2,508,894	USA
SAFEFILTER	Pending	9	75/822505	USA
SAMMY'S SCIENCE HOUSE	Registered	9, 16	1,929,707	USA
SCREENPLAY	Registered	9, 16	2,014,817	USA
SKY ISLAND MYSTERIES	Registered	9	2,238,506	USA
SMARTSTUFF	Registered	9, 16	1,939,206	USA
STANLEY'S STICKER STORIES	Registered	9	2,078,912	USA
STRATEGY CHALLENGES	Registered	9	2,123,628	USA
SUPER SECRET SCIENCE STATION	Registered	9	2,223,894	USA
THE EDITOR'S DESK and Design	Pending	9	76/178772	USA
THE LEARNING COMPANY	Registered	9	1532202	Argentina
THE LEARNING COMPANY	Registered	9	TMA492,467	Canada
THE LEARNING COMPANY	Registered	9	350595	CTM
THE LEARNING COMPANY	Registered	9	B685/94	Singapore
THE LEARNING COMPANY	Registered	9	818.726.920	Brazil
THE LEARNING COMPANY	Registered	9	95/584389	France
THE LEARNING COMPANY	Registered	9	4059352	Japan
THE LEARNING COMPANY and Design	Registered	9	B420052	Australia
THE LEARNING COMPANY	Registered	9	523,895	Mexico

and Design				
THE RIVERDEEP EDVANTAGE	Pending	41	76/204220	USA
THEMEWEAVERS	Pending	9	75/892309	USA
THINKIN' SCIENCE	Registered	9	2,218,427	USA
THINKIN' THINGS	Registered	9, 16	1,934,358	USA
THINKIN' THINGS and Design	Registered	9, 16	1,932,617	USA
TLC	Registered	9, 28	4156451	Japan
TLC	Registered	9, 28	725334	Australia
TLC	Registered	9	424143	CTM
TOUCHFREE	Registered	9	2,470,715	USA
TOUCHWINDOW	Registered	9	1,479,442	USA
TRAVEL THE WORLD	Registered	9	2,280,183	USA
TRUDY'S TIME & PLACE HOUSE	Registered	9, 16	2,062,744	USA
TRUE NETWORK VERSIONS	Registered	9	2,302,982	USA
VANTAGE POINTS	Pending	9	76/204221	USA
VANTAGE POINTS	Pending	16	76/204222	USA
VANTAGE POINTS	Pending	41	76/205545	USA
VIRTUAL LABS: ELECTRICITY VL E HIGHLY ACCURATE ELECTRICAL SIMULATIONS and Design	Pending	9	75/771397	USA
VIRTUAL LABS: LIGHT VL 1 HIGHLY ACCURATE LASER SIMULATIONS ON CD-ROM and Design	Pending	9	75/771398	USA
VIRTUAL MANIPULATIVES	Registered	9	2,178,726	USA

WO STECKT CARMEN SANDIEGO? WELT EDITION	Registered	9, 28	395 38 613	Germany
WO STECKT CARMEN SANDIEGO? JUNIOR EDITION	Registered	9, 28	395 38 614	Germany
WORDS AROUND ME	Registered	9, 16	2,025,822	USA
WRITE FOR YOUR LIFE and Design	Pending	9	76/178771	USA
XCURSION	Pending	9	75/822509	USA
ZAP!	Pending	9	75/460001	USA
ZOO ZILLIONS	Registered	9	2,145,266	USA

Trademark/ Servicemark	Country	Class	Reg./Serial Number
ACTIVE MIND SERIES	U.S.	9	2,078,845
AMAZING WRITING MACHINE, THE	U.S.	9	1,969,945
AMAZON TRAIL, THE	U.S.	28	1,850,384
CARMEN SANDIEGO CONNECTION	U.S.	42	2,212,991
CARMEN SANDIEGO JUNIOR DETECTIVE EDITION <sup>1</sup>	UK	9	2036630
CARMEN SANDIEGO JUNIOR DETECTIVE EDITION	U.S.	28	2,007,255
CARMEN SANDIEGO WORD DETECTIVE	U.S.	9	2304536
CLUEFINDERS, THE	U.S.	9	2,286,308
DIE ABENTEUER DER ZOBINIS <sup>1</sup>	GERMANY	9,28	396 01 607
ELANGUAGE	U.S.	41	2,470,749
FAETTER KANIN	DENMARK	9,28	1999 00737
GRADE BUILDER	U.S.	9	2,286,115
INTERACTIVE MATH JOURNEY	U.S.	9	2,072,359
INTERACTIVE READING JOURNEY	U.S.	9	1,990,761
JAMES DISCOVERS MATH	U.S.	9	2,233,893
LEARNINGBUDDIES	U.S.	9	2,448,326
LEARNING COMPANY, THE	ARGENTINA	9	1532202
LEARNING COMPANY, THE	BRAZIL	9	818.726.920
LEARNING COMPANY, THE	CANADA	9	TMA492,467
LEARNING COMPANY, THE	COSTA RICA	9	92609

Trademark/ Servicemark	Country	Class	Reg./Serial Number
LEARNING COMPANY, THE	CTM	9	350595
LEARNING COMPANY, THE <sup>1</sup>	FRANCE	9	95584389
LEARNING COMPANY, THE	JAPAN	9	4059352
LEARNING COMPANY, THE	SINGAPORE	9	685/94
LEARNING COMPANY, THE	U.S.	9,16	1,347,323
LEARNING COMPANY, THE & Design	AUSTRALIA	9	B420052
LEARNING COMPANY, THE & Design	MEXICO	9	523895
L'ODYSSEE DES ZOOMBINIS <sup>1</sup>	FRANCE	9,28,42	96 605 713
LOGICAL JOURNEY OF THE ZOOMBINIS	U.S.	9	2,041,387
MAIS OÙ SE CACHE CARMEN SANDIEGO? <sup>1</sup>	FRANCE	9,28,42	95 589 072
MAIS OÙ SE CACHE CARMEN SANDIEGO? EDITION JUNIOR <sup>1</sup>	FRANCE	9,28,42	95 589 071
MARLU & Design	U.S.	9,16,41	1,991,609
MATHKEYS <sup>1</sup>	CANADA	9	TMA451,813
MATHKEYS	U.S.	9	1,885,562
MAVIS BEACON	U.S.	9	2,070,388
MAVIS BEACON TEACHES TYPING!	U.S.	9	1,503,670
OREGON TRAIL, THE	U.S.	28	1,771,617
ORLY'S DRAW-A-STORY	U.S.	9	2,179,142
OUTNUMBERED!	U.S.	28	1,616,866
PARLONS ANGLAIS <sup>1</sup>	CANADA	9	TMA515,888
PARLONS ANGLAIS <sup>1</sup>	FRANCE	9	95596841
PIONEER ADVENTURES	U.S.	9	2,445,419
PRACTICE MAKES PERFECT	U.S.	9	2,276,281
READER RABBIT	CTM	9	350629
READER RABBIT <sup>1</sup>	FRANCE	9	95584390
READER RABBIT <sup>1</sup>	GERMANY	9	395 33 572
READER RABBIT	U.S.	9	1,430,966
READER RABBIT	JAPAN	9	4074626
READER RABBIT	AUSTRALIA	9	483117
READER RABBIT'S KINDERGARTEN	U.S.	9	2,194,347
READER RABBIT'S PRESCHOOL	U.S.	9	2,191,555
READER RABBIT'S TODDLER	U.S.	9	2,191,554
SKILLS BANK	U.S.	9	1,732,691
SKILLS BANK CORNERSTONE	U.S.	9,16	1,909,068
STORYBOOK WEAVER	U.S.	28	1,769,401
SUPER SOLVERS	U.S.	9	1,872,342

Trademark/ Servicemark	Country	Class	Reg./Serial Number
TLC	AUSTRALIA	9,28	725334
TLC	CTM	9	424143
TLC	JAPAN	9,28	4156451
TLC & Design	U.S.	9	2,200,440
TLC THE LEARNING COMPANY & Design	U.S.	9	2,364,846
TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE & Design	U.S.	9	2,322,090
TREASURE COVE!	U.S.	9	1,818,409
TREASURE MATHSTORM!	U.S.	9	1,832,011
TREASURE MOUNTAIN!	U.S.	9	1,854,540
ULTIMATE WRITING & CREATIVITY CENTER	U.S.	9	2,077,963
VIRTUALTALK	U.S.	41	76/071,880
WHERE IN THE U.S.A. IS CARMEN SANDIEGO?	U.S.	28	1,483,655
WHERE IN THE WORLD IS CARMEN SANDIEGO?	UK	9	2036650
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	28	1,383,516
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	41	2,163,949
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	16	2,087,438
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	28	2,213,937
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	16	2,221,220
WHERE IN THE WORLD IS CARMEN SANDIEGO?	U.S.	9	2,223,676
WHERE IN THE WORLD IS CARMEN SANDIEGO? JUNIOR DETECTIVE EDITION	U.S.	28	1,963,054
WHERE IN TIME IS CARMEN SANDIEGO?	U.S.	41	2,135,018
WHERE IN TIME IS CARMEN SANDIEGO?	U.S.	28	1,606,525
WO STECKT CARMEN SANDIEGO? JUNIOR EDITION	GERMANY	9,28	39538614
WO STECKT CARMEN SANDIEGO? WELT EDITION	GERMANY	9,28	39538613.6



Trademark/ Servicemark	Country	Class	Reg./Serial Number
WORD MUNCHERS	U.S.	9	2,244,406
STARFLYERS	U.S.	9	