05-20-2003

Form PTO-1594
1-31-92

5-13-03

102451955

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Pat... ...ed original documents or copy thereof.

1. Name of conveying party(ies):

RiverDeep Interactive Learning Limited

- ☐ Individuals
- ☐ General Partnership -
- X Corporation-Ireland
- ☐ Other –
- ☐ Association
- ☐ Limited Partnership

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

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

Name: Barclays Bank PLC

Internal Address:

Street Address: 54 Lombard Street

City: London Country: United Kingdom ZIP: EC3 3AH

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☐ Corporation-
- X Other Collateral Agent

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
- X Security Interest
- ☐ Other
- ☐ Merger
- ☐ Change of Name

Execution Date: April 25, 2003

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

A. Trademark Application No.(s)

Trademark Registration No.(s)

Please see the attached schedule.

Additional numbers attached? X Yes ☐ No

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: 132

7. Total fee (37 CFR 3.41): ..... $ 3315.00

- x 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)

05/16/2003 DBYRNE 00000070 76244770

01 FC:8521 40.00 OP
02 FC:8522 3275.00 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 — Name of Person Signing

Signature

May 13, 2003 — Date

Total number of pages comprising cover sheet: 29

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.

Schedule B

TRADEMARK APPLICATIONS[1]

Riverdeep Interactive Learning Limited

Trademark	Appln. No.	Appln. Date
DESTINATION READING	76/244770	4/20/01
EDCONNECT	76/079951	6/5/01
MIND POWER	76/455373	10/17/02
RIVERDEEP LEARNING VILLAGE	78/115677	3/18/02
RIVERDEEP LEARNING VILLAGE and Design	76/423703	6/20/02
SCHOOL TYCOON	76/461082	10/24/02
STARFLYERS	76/347324	12/10/01
Stylized Bee Design	76/300870	8/15/01
Stylized Bee Design	76/300869	8/15/01
ZOOMBINIS	76/457251	10/11/02
ZOOMBINIS	76/457250	10/10/02

1 The company names listed in Schedule B refer to the owner of the registration or application according to the records of the United States Patent & Trademark Office and such records may not yet reflect recordations filed to update or correct such ownership records.

ffny02\longha\390648.3

PaloAlto 18212 v4

[Assignment of Security Interest.DOC] (2K)

Schedule B

TRADEMARK REGISTRATIONS

Riverdeep Interactive Learning Limited

Trademark	Reg. No.	Reg. Date
ACTIVE MIND SERIES	2,078,845	7/15/97
ALL AROUND FRIPPLETOWN	2,449,929	5/8/01
AN ISLAND ADVENTURE	2,198,088	10/20/98
AN OCEAN ADVENTURE	2,304,825	12/28/99
ASTRO ALGEBRA	2,136,232	2/10/98
BAILEY'S BOOK HOUSE	1,834,422	5/3/94
BAILEY'S BOOK HOUSE	1,904,381	7/11/95
BRAIN BYTES	2,363,016	6/27/00
CALCULATING CREW	2,127,794	1/6/98
CARMEN SANDIEGO CONNECTION	2,212,991	12/22/98
CARMEN SANDIEGO JUNIOR DETECTIVE EDITION	2,007,255	10/8/96
CARMEN SANDIEGO WORD DETECTIVE	2,304,536	12/28/99
CARNIVAL COUNTDOWN	2,145,268	3/17/98
DESTINATION MATH	2,578,138	6/11/02
DESTINATION MATH	2,554,481	4/2/02
DESTINATION: TIME TRIP, USA	2,065,894	5/27/97
DIJIT and Design	2,487,878	9/11/01
DIJIT and Design	2,448,059	5/1/01

Schedule B

Trademark	Reg. No.	Reg. Date
DIJIT Logo	2,402,359	11/7/00
DIJIT Logo	2,435,510	3/13/01
DIJIT Logo	2,487,877	9/11/01
E Logo	2,262,249	7/20/99
EARTHPULSE CENTER Logo	2,531,743	1/22/02
EDMARK	1,016,865	7/29/75
EDMARK	1,015,485	7/8/75
EDMARK	2,515,111	12/4/01
EDMARK and Design	1,878,465	2/14/95
EDMARK IGNITE THE CURIOUS MIND and Design	2,252,796	6/15/99
EDVANTAGE	2,525,466	1/1/02
ELANGUAGE	2,470,749	7/17/01
FOOLPROOF	1,926,732	10/10/95
FRIPPLETOWN	2,571,790	5/21/02
GALACTIC BRAIN BENDERS	2,466,413	7/3/01
GRADE BUILDER	2,286,115	10/12/99
HIGHWAY PATROL	2,213,162	12/22/98
IGNITE THE CURIOUS MIND	2,214,186	12/29/98
IMAGINATION EXPRESS	2,057,833	4/29/97
INTERACTIVE MATH JOURNEY	2,072,359	6/17/97
INTERACTIVE READING JOURNEY	1,990,761	8/6/96
JAMES DISCOVERS MATH	2,233,893	3/23/99
KID DESK and Design	1,864,543	11/29/94
KIDDESK	1,790,901	8/31/93
KID-SAFE SITES	2,294,751	11/23/9
LEARNINGBUDDIES	2,448,326	5/1/01
LEARNING NEEDS	2,694,218	3/4/03
LET'S GO READ!	2,349,234	5/16/00
LOGAL	1,882,881	3/7/95

Schedule B

Trademark	Reg. No.	Reg. Date
LOGAL SIMLIBRARY	2,551,916	3/26/02
LOGICAL JOURNEY OF THE ZOOMBINIS	2,041,387	2/25/97
MARLU & Design	1,991,609	8/6/96
MATHKEYS	1,885,562	3/21/95
MAVIS BEACON	2,070,388	6/10/97
MAVIS BEACON TEACHES TYPING!	1,503,670	9/13/88
MIGHTY MATH	2,096,700	9/16/97
MILLIE & BAILEY	2,187,757	9/8/98
MILLIE'S MATH HOUSE	1,784,693	1/31/00
MINDTWISTER MATH	2,470,384	7/17/01
MYWAVE and Design	2,551,764	3/26/02
NOW THE BEST SCHOOL CAN BE EVERYWHERE	2,463,867	6/26/01
NUMBER HEROES	2,099,000	9/23/97
ORANGA BANGA	1,928,742	10/17/95
ORLY'S DRAW-A-STORY	2,179,142	8/4/98
OUTNUMBERED!	1,616,866	10/9/90
PIONEER ADVENTURES	2,445,419	4/24/01
PRACTICE MAKES PERFECT	2,276,281	9/7/99
READER RABBIT	1,430,966	3/3/87
READER RABBIT'S TODDLER	2,191,554	9/22/98
READER RABBIT'S KINDERGARTEN	2,194,347	10/6/98
READER RABBIT'S PRESCHOOL	2,191,555	9/22/98
RIVERDEEP	2,605,772	8/6/02
RIVERDEEP	2,400,552	10/31/00
RIVERDEEP INTERACTIVE LEARNING	2,469,585	7/17/01

Schedule B

Trademark	Reg. No.	Reg. Date
RIVERDEEP INTERACTIVE LEARNING	2,465,682	7/3/01
RIVERDEEP Logo	2,452,885	5/22/01
RIVERDEEP Logo	2,508,894	11/20/01
SAFEFILTER[2]	2618591	9/10/02
SAMMY'S SCIENCE HOUSE	1,929,707	10/24/95
SCREENPLAY	2,014,817	11/12/96
SKILLS BANK	1,732,691	11/17/92
SKY ISLAND MYSTERIES	2,238,506	4/13/99
SMARTSTUFF	1,939,206	12/5/95
STANLEY'S STICKER STORIES	2,078,912	7/15/97
STORYBOOK WEAVER	1,769,401	5/4/93
STRATEGY CHALLENGES	2,123,628	12/23/97
SUPER SECRET SCIENCE STATION	2,223,894	2/16/99
SUPER SOLVERS	1,872,342	1/10/95
THE AMAZING WRITING MACHINE	1,969,945	4/23/96
THE AMAZON TRAIL	1,850,384	8/16/94
THE CLUEFINDERS	2,286,308	10/12/99
THE LEARNING COMPANY	1,347,323	7/9/85
THE OREGON TRAIL	1,771,617	5/18/93
THEMEWEAVERS	2,651,018	11/19/02
THINKIN' SCIENCE	2,218,427	1/19/99
THINKIN' THINGS	1,934,358	11/7/95
THINKIN' THINGS and Design	1,932,617	11/7/95

[2] The parties hereto acknowledge that, according to the records at the U.S. Patent and Trademark Office, this Trademark may be subject to a security interest in favor of Bank of America, N.A. The parties further acknowledge that Section 3.02(c) of the Security Agreement is not breached thereby because UCC lien searches do not evidence any security interest in favor of Bank of America, N.A. related to property owned by Riverdeep Interactive Learning Limited.

Schedule B

Trademark	Reg. No.	Reg. Date
TLC & Design	2,200,440	10/27/98
TLC THE LEARNING COMPANY & Design	2,364,846	4/4/00
TLC THE LEARNING COMPANY FOR GREATER KNOWL-EDGE & DESIGN	2,322,090	2/22/00
TOUCHFREE	2,470,715	7/17/01
TOUCHWINDOW	1,479,442	3/8/88
TRAVEL THE WORLD	2,280,183	9/21/99
TREASURE COVE!	1,818,409	1/25/94
TREASURE MATHSTORM!	1,832,011	4/19/94
TREASURE MOUNTAIN!	1,854,540	9/20/94
TRUDY'S TIME & PLACE HOUSE	2,062,744	5/20/97
TRUE NETWORK VERSIONS	2,302,982	12/21/99
ULTIMATE WRITING & CREATIVITY CENTER	2,077,963	7/8/97
VIRTUAL MANIPULATIVES	2,178,726	8/4/98
WHERE IN THE U.S.A. IS CARMEN SANDIEGO?	1,483,655	4/5/88
WHERE IN THE WORLD IS CARMEN SAN DIEGO?	2,221,220	2/2/99
WHERE IN THE WORLD IS CARMEN SANDIEGO?	1,383,516	2/18/86
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,163,949	6/9/98
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,087,438	8/12/97

Schedule B

Trademark	Reg. No.	Reg. Date
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,213,937	12/29/98
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,223,676	2/16/99
WHERE IN THE WORLD IS CARMEN SANDIEGO? JUNIOR DETECTIVE EDITION	1,963,054	3/19/96
WHERE IN TIME IS CARMEN SANDIEGO?	2,135,018	2/3/98
WHERE IN TIME IS CARMEN SANDIEGO?	1,606,525	3/20/01
WORD MUNCHERS	2,244,406	5/11/99
WORDS AROUND ME	2,025,822	2/25/96
ZOO ZILLIONS	2,145,266	3/17/98

ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, RIVERDEEP GROUP plc (a company incorporated in the Republic of Ireland), RIVERDEEP INTERACTIVE LEARNING LIMITED (a company incorporated in the Republic of Ireland), ED-VANTAGE SOFTWARE, INC. (a company incorporated in the State of Delaware, United States of America), RIVERDEEP, INC. (a company incorporated in the State of Delaware, United States of America), BRODERBUND (PROPERTIES) LLC (a limited liability company incorporated in the State of Delaware, United States of America), and BRODERBUND LLC (a limited liability company incorporated in the State of Minnesota, United States of America), (collectively, the "Assignors"), each having its chief executive office at 399 Boylston Street, Boston, MA 02116, hereby grants and assigns to BARCLAYS BANK PLC, as Collateral Agent, (the "Assignee"), with offices at 54 Lombard Street, London EC3P 3AH, United Kingdom, a security interest in all of the Assignor's right, title and interest, if any, in, to and under the following, whether presently existing or hereafter arising or acquired:

(i) each United States patent and patent application, including each Patent and Patent Application referred to on Schedule A hereto;

(ii) each Patent and Patent License (except for any Excluded Contracts), as those terms are defined in the Security Agreement, which is defined below;

(iii) each United States trademark and service mark, trademark and service mark registration, and trademark and service mark application, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark and service mark, trademark and service mark registration, and trademark and service mark application, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto; but excluding in all cases all intent-to-use United States trademark applications until an amendment to allege use or statement of use has been filed under 15 U.S.C. § 1051(c) or 15 U.S.C. § 1051(d), respectively, and has been deemed in conformance with 15 U.S.C. § 1051(a) or examined and accepted, respectively, by the United States Patent and Trademark Office; and

(iv) each Trademark and Trademark License (except for any Excluded Contracts), as those terms are defined in the Security Agreement, which is defined below.

THIS ASSIGNMENT of Security Interest is granted in conjunction with the security interests granted to the Assignee pursuant to the Security Agreement among the Assignor, the Assignee and certain other parties dated as of April 25, 2003, as amended, modified or supplemented from time to time (the "Security Agreement"). The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 25th day of April, 2003.

RIVERDEEP GROUP plc, as Assignor

By: _____
Name: David Mulville
Title: EVP, Company Secretary

STATE OF California
County OF Marin
The foregoing instrument was acknowledged before me this 25th day of April, 2003 by David Mulville as Company Secretary

of RIVERDEEP GROUP plc, a company incorporated in the Republic of Ireland, on behalf of RIVERDEEP GROUP plc.

My commission expires: march 29, 2005

Notarial Seal

Carla R Piver
Notary Public

CARLA R. PIVER
Commission # 1298893
Notary Public - California
Sonoma County
My Comm. Expires Mar 29, 2005

RIVERDEEP INTERACTIVE LEARNING LIMITED, as Assignor

By: _____
Name: David Mulville
Title: EVP, Company Secretary

STATE OF California
County OF Marin
The foregoing instrument was acknowledged before me this 25th day of April, 2003 by David Mulville as Company Secretary

of RIVERDEEP INTERACTIVE LEARNING LIMITED, a company incorporated in the Republic of Ireland, on behalf of RIVERDEEP INTERACTIVE LEARNING LIMITED.

My commission expires: March 29, 2005

Notarial Seal

Carla R Piver
Notary Public

CARLA R. PIVER
Commission # 1298893
Notary Public - California
Sonoma County
My Comm. Expires Mar 29, 2005

[Assignment of Security Interest.DOC] (ZR)

ffny02\longha\390648.3

TRADEMARK
REEL: 002732 FRAME: 0109

ED-VANTAGE SOFTWARE, INC., as Assignor

By: _____
Name: William Burke
Title: EVP

STATE OF California
County OF Marin
The foregoing instrument was acknowledged before me this 25th day of April, 2003 by
William Burke as EVP

of ED-VANTAGE SOFTWARE, INC., a company incorporated in Delaware, United States of America, on behalf of ED-VANTAGE SOFTWARE, INC.,

My commission expires: March 29, 2005

Notarial Seal

CARLA R. PIVER
Commission # 1298893
Notary Public - California
Sonoma County
My Comm. Expires Mar 29, 2005

_____
Notary Public

RIVERDEEP, INC., as Assignor

By: _____
Name: David Muluille
Title: EVP, Company Secretary

STATE OF California
County OF Marin
The foregoing instrument was acknowledged before me this 25th day of April, 2003 by
David Muluille as Company Secretary

of RIVERDEEP, INC., a company incorporated in the State of Delaware, United States of America, on behalf of RIVERDEEP, INC.

My commission expires:

Notarial Seal

CARLA R. PIVER
Commission # 1298893
Notary Public - California
Sonoma County
My Comm. Expires Mar 29, 2005

_____
Notary Public

ffny02\longha\390648.3

PaloAlto 18212 v4
[Assignment of Security Interest.DOC] (ZK)

BRODERBUND (PROPERTIES) LLC, as Assignor

By: _____
Name: A BORDON
Title: COO

STATE OF California
County OF Marin
The foregoing instrument was acknowledged before me this 25th day of April, 2003 by Anthony Bordon as C.O.O.

of BRODERBUND (PROPERTIES) LLC, a limited liability company incorporated in the State of Delaware, United States of America, on behalf of BRODERBUND (PROPERTIES) LLC.

My commission expires: march 29, 2005

Notarial Seal

Carla R Piver
Notary Public

CARLA R. PIVER
Commission # 1298893
Notary Public - California
Sonoma County
My Comm. Expires Mar 29, 2005

BRODERBUND LLC, as Assignor

By: _____
Name: Anthony Bordon
Title: C.O.O.

STATE OF California
County OF Marin
The foregoing instrument was acknowledged before me this 25th day of April, 2003 by Anthony Bordon as C.O.O.

of BRODERBUND LLC, a limited liability company incorporated in the State of Minnesota, United States of America, on behalf of BRODERBUND LLC.

My commission expires:

Notarial Seal

CARLA R. PIVER
Commission # 1298893
Notary Public - California
Sonoma County
My Comm. Expires Mar 29, 2005

Carla R Piver
Notary Public

ffny02\longha\390648.3

PaloAlto 18212 v4
[Assignment of Security Interest.DOC] (2K)

Schedule A

PATENTS AND PATENT APPLICATIONS

Serial No. or Patent No.	Date	Issue Title	Patent Holder
None	None	None	None

ffny02\longha\390648.3

PaloAlto 18212 v4

[Assignment of Security Interest.DOC] (2K)

Schedule B

TRADEMARK APPLICATIONS[1]

Riverdeep Interactive Learning Limited

Trademark	Appln. No.	Appln. Date
DESTINATION READING	76/244770	4/20/01
EDCONNECT	76/079951	6/5/01
MIND POWER	76/455373	10/17/02
RIVERDEEP LEARNING VILLAGE	78/115677	3/18/02
RIVERDEEP LEARNING VILLAGE and Design	76/423703	6/20/02
SCHOOL TYCOON	76/461082	10/24/02
STARFLYERS	76/347324	12/10/01
Stylized Bee Design	76/300870	8/15/01
Stylized Bee Design	76/300869	8/15/01
ZOOMBINIS	76/457251	10/11/02
ZOOMBINIS	76/457250	10/10/02

1 The company names listed in Schedule B refer to the owner of the registration or application according to the records of the United States Patent & Trademark Office and such records may not yet reflect recordations filed to update or correct such ownership records.

Schedule B

Ed-vantage Software Inc.

Trademark	Appln. No.	Appln. Date
NONE		

ffny02\longha\390648.3

PaloAlto 18212 v4

[Assignment of Security Interest.DOC] (2K)

Schedule B

Broderbund Properties LLC

Trademark	Appln. No.	Appln. Date
EXPRESSIT	76/179,286	12/4/00
EXPRESSIT & Design	76/179,288	12/4/00

ffny02\longha\390648.3

PaloAlto 18212 v4

[Assignment of Security Interest.DOC] (2K)

Schedule B

TLC Productivity Properties LLC

Trademark	Appln. No.	Appln. Date
THINK IT. PRINT IT.	75/275,737	9/24/02

Schedule B

TRADEMARK REGISTRATIONS

Riverdeep Interactive Learning Limited

Trademark	Reg. No.	Reg. Date
ACTIVE MIND SERIES	2,078,845	7/15/97
ALL AROUND FRIPPLETOWN	2,449,929	5/8/01
AN ISLAND ADVENTURE	2,198,088	10/20/98
AN OCEAN ADVENTURE	2,304,825	12/28/99
ASTRO ALGEBRA	2,136,232	2/10/98
BAILEY'S BOOK HOUSE	1,834,422	5/3/94
BAILEY'S BOOK HOUSE	1,904,381	7/11/95
BRAIN BYTES	2,363,016	6/27/00
CALCULATING CREW	2,127,794	1/6/98
CARMEN SANDIEGO CONNECTION	2,212,991	12/22/98
CARMEN SANDIEGO JUNIOR DETECTIVE EDITION	2,007,255	10/8/96
CARMEN SANDIEGO WORD DETECTIVE	2,304,536	12/28/99
CARNIVAL COUNTDOWN	2,145,268	3/17/98
DESTINATION MATH	2,578,138	6/11/02
DESTINATION MATH	2,554,481	4/2/02
DESTINATION: TIME TRIP, USA	2,065,894	5/27/97
DIJIT and Design	2,487,878	9/11/01
DIJIT and Design	2,448,059	5/1/01

Schedule B

Trademark	Reg. No.	Reg. Date
DIJIT Logo	2,402,359	11/7/00
DIJIT Logo	2,435,510	3/13/01
DIJIT Logo	2,487,877	9/11/01
E Logo	2,262,249	7/20/99
EARTHPULSE CENTER Logo	2,531,743	1/22/02
EDMARK	1,016,865	7/29/75
EDMARK	1,015,485	7/8/75
EDMARK	2,515,111	12/4/01
EDMARK and Design	1,878,465	2/14/95
EDMARK IGNITE THE CURIOUS MIND and Design	2,252,796	6/15/99
EDVANTAGE	2,525,466	1/1/02
ELANGUAGE	2,470,749	7/17/01
FOOLPROOF	1,926,732	10/10/95
FRIPPLETOWN	2,571,790	5/21/02
GALACTIC BRAIN BENDERS	2,466,413	7/3/01
GRADE BUILDER	2,286,115	10/12/99
HIGHWAY PATROL	2,213,162	12/22/98
IGNITE THE CURIOUS MIND	2,214,186	12/29/98
IMAGINATION EXPRESS	2,057,833	4/29/97
INTERACTIVE MATH JOURNEY	2,072,359	6/17/97
INTERACTIVE READING JOURNEY	1,990,761	8/6/96
JAMES DISCOVERS MATH	2,233,893	3/23/99
KID DESK and Design	1,864,543	11/29/94
KIDDESK	1,790,901	8/31/93
KID-SAFE SITES	2,294,751	11/23/9
LEARNINGBUDDIES	2,448,326	5/1/01
LEARNING NEEDS	2,694,218	3/4/03
LET'S GO READ!	2,349,234	5/16/00
LOGAL	1,882,881	3/7/95

Schedule B

Trademark	Reg. No.	Reg. Date
LOGAL SIMLIBRARY	2,551,916	3/26/02
LOGICAL JOURNEY OF THE ZOOMBINIS	2,041,387	2/25/97
MARLU & Design	1,991,609	8/6/96
MATHKEYS	1,885,562	3/21/95
MAVIS BEACON	2,070,388	6/10/97
MAVIS BEACON TEACHES TYPING!	1,503,670	9/13/88
MIGHTY MATH	2,096,700	9/16/97
MILLIE & BAILEY	2,187,757	9/8/98
MILLIE'S MATH HOUSE	1,784,693	1/31/00
MINDTWISTER MATH	2,470,384	7/17/01
MYWAVE and Design	2,551,764	3/26/02
NOW THE BEST SCHOOL CAN BE EVERYWHERE	2,463,867	6/26/01
NUMBER HEROES	2,099,000	9/23/97
ORANGA BANGA	1,928,742	10/17/95
ORLY'S DRAW-A-STORY	2,179,142	8/4/98
OUTNUMBERED!	1,616,866	10/9/90
PIONEER ADVENTURES	2,445,419	4/24/01
PRACTICE MAKES PERFECT	2,276,281	9/7/99
READER RABBIT	1,430,966	3/3/87
READER RABBIT'S TODDLER	2,191,554	9/22/98
READER RABBIT'S KINDERGARTEN	2,194,347	10/6/98
READER RABBIT'S PRESCHOOL	2,191,555	9/22/98
RIVERDEEP	2,605,772	8/6/02
RIVERDEEP	2,400,552	10/31/00
RIVERDEEP INTERACTIVE LEARNING	2,469,585	7/17/01

Schedule B

Trademark	Reg. No.	Reg. Date
RIVERDEEP INTERACTIVE LEARNING	2,465,682	7/3/01
RIVERDEEP Logo	2,452,885	5/22/01
RIVERDEEP Logo	2,508,894	11/20/01
SAFEFILTER[2]	2618591	9/10/02
SAMMY'S SCIENCE HOUSE	1,929,707	10/24/95
SCREENPLAY	2,014,817	11/12/96
SKILLS BANK	1,732,691	11/17/92
SKY ISLAND MYSTERIES	2,238,506	4/13/99
SMARTSTUFF	1,939,206	12/5/95
STANLEY'S STICKER STORIES	2,078,912	7/15/97
STORYBOOK WEAVER	1,769,401	5/4/93
STRATEGY CHALLENGES	2,123,628	12/23/97
SUPER SECRET SCIENCE STATION	2,223,894	2/16/99
SUPER SOLVERS	1,872,342	1/10/95
THE AMAZING WRITING MACHINE	1,969,945	4/23/96
THE AMAZON TRAIL	1,850,384	8/16/94
THE CLUEFINDERS	2,286,308	10/12/99
THE LEARNING COMPANY	1,347,323	7/9/85
THE OREGON TRAIL	1,771,617	5/18/93
THEMEWEAVERS	2,651,018	11/19/02
THINKIN' SCIENCE	2,218,427	1/19/99
THINKIN' THINGS	1,934,358	11/7/95
THINKIN' THINGS and Design	1,932,617	11/7/95

[2] The parties hereto acknowledge that, according to the records at the U.S. Patent and Trademark Office, this Trademark may be subject to a security interest in favor of Bank of America, N.A. The parties further acknowledge that Section 3.02(c) of the Security Agreement is not breached thereby because UCC lien searches do not evidence any security interest in favor of Bank of America, N.A. related to property owned by Riverdeep Interactive Learning Limited.

Schedule B

Trademark	Reg. No.	Reg. Date
TLC & Design	2,200,440	10/27/98
TLC THE LEARNING COMPANY & Design	2,364,846	4/4/00
TLC THE LEARNING COMPANY FOR GREATER KNOWL-EDGE & DESIGN	2,322,090	2/22/00
TOUCHFREE	2,470,715	7/17/01
TOUCHWINDOW	1,479,442	3/8/88
TRAVEL THE WORLD	2,280,183	9/21/99
TREASURE COVE!	1,818,409	1/25/94
TREASURE MATHSTORM!	1,832,011	4/19/94
TREASURE MOUNTAIN!	1,854,540	9/20/94
TRUDY'S TIME & PLACE HOUSE	2,062,744	5/20/97
TRUE NETWORK VERSIONS	2,302,982	12/21/99
ULTIMATE WRITING & CREATIVITY CENTER	2,077,963	7/8/97
VIRTUAL MANIPULATIVES	2,178,726	8/4/98
WHERE IN THE U.S.A. IS CARMEN SANDIEGO?	1,483,655	4/5/88
WHERE IN THE WORLD IS CARMEN SAN DIEGO?	2,221,220	2/2/99
WHERE IN THE WORLD IS CARMEN SANDIEGO?	1,383,516	2/18/86
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,163,949	6/9/98
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,087,438	8/12/97

Schedule B

Trademark	Reg. No.	Reg. Date
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,213,937	12/29/98
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,223,676	2/16/99
WHERE IN THE WORLD IS CARMEN SANDIEGO? JUNIOR DETECTIVE EDITION	1,963,054	3/19/96
WHERE IN TIME IS CARMEN SANDIEGO?	2,135,018	2/3/98
WHERE IN TIME IS CARMEN SANDIEGO?	1,606,525	3/20/01
WORD MUNCHERS	2,244,406	5/11/99
WORDS AROUND ME	2,025,822	2/25/96
ZOO ZILLIONS	2,145,266	3/17/98

Schedule B

RiverDeep Group PLC

Trademark	Reg. No.	Reg. Date
VIRTUALTALK	2506080	11/13/01

Schedule B

Broderbund Properties LLC

Trademark	Reg. No.	Reg. Date
3D HOME ARCHITECT	1,862,392	11/15/94
3D HOME INTERIORS	2,369,668	7/25/00
ATOMIC CLOCK	2,074,600	6/24/97
BODYWORKS	1,729,084	11/3/92
BRODERBUND	2,618,094	9/10/02
BRODERBUND SOFTWARE	1,306,829	11/27/84
CLICKART	1,316,792	1/29/85
CLICKART Design ("George" Logo)	2,176,867	7/28/98
COMPLETE LEGAL COLLECTION	2,110,105	10/28/97
COMPTON'S	1,771,187	5/18/93
EXPLORERS OF THE NEW WORLD	2,185,172	8/25/98
EXPRESSIT TECHNOLOGY	2,500,429	10/23/01
FAMILY LAWYER	2,039,432	2/18/97
GIZMOS & GADGETS!	1,865,655	12/6/94
KID PIX	1,810,528	12/14/93
KNOWLEDGE MUNCHERS	2,358,182	6/13/00
LIVING BOOKS	1,796,822	10/5/93
LIVING BOOKS & DESIGN	2,011,414	10/29/96
MATH MUNCHERS	2,245,681	5/18/99
MECC	1,807,176	11/30/93
MEGA MUNCHERS	2,327,197	3/7/00
NUMBER MUNCHERS	2,233,137	3/23/99
PHOTOFINISH	1,723,477	10/13/92

Schedule B

Trademark	Reg. No.	Reg. Date
POWERED BY BRODER-BUND'S EXPRESSIT TECHNOLOGY & Design	2,500,430	10/23/01
PRINTMASTER	2,111,762	11/11/97
THE COMPLETE REFERENCE COLLECTION	2,273,150	8/24/99
THE PRINT SHOP	1,395,538	6/3/86
THINK QUICK!	1,536,268	4/25/89
SPIRITUAL EXPRESSIONS	2,366,829	7/11/00
VIRTUAL MAKEOVER	2,388,081	9/19/00
VIRUCIDE	1,665,430	11/19/91

Schedule B

Broderbund Software, Inc.

Trademark	Reg. No.	Reg. Date
NONE		

Schedule B

Ed-Vantage Software, Inc.

Trademark	Reg. No.	Reg. Date
THE EDITORS DESK and Design	2,676,400	1/21/03
WRITE FOR YOUR LIFE and Design	2,671,124	1/7/03

Schedule B

TLC Productivity Properties LLC

Trademark	Reg. No.	Reg. Date
COMPTON'S HOME LIBRARY	2,242,369	5/4/99
COMPTON'S INTERACTIVE ENCYCLOPEDIA	2,278,656	9/21/99
KID PIX STUDIO & DESIGN	1,985,192	7/9/96
PRINT SHOP DELUXE	1,808,392	11/30/93
THE PRINT SHOP ESSENTIALS	2,414,416	12/19/00