

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-------------------------------------|--|--|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Riverdeep Consumer Business Limited | | 02/28/2008 | COMPANY: IRELAND |
| RECEIVING PARTY DATA | | | |
| Name: | HMH Consumer Company Limited | | |
| Street Address: | 70 Sir John Rogerson's Quay | | |
| City: | Dublin | | |
| State/Country: | IRELAND | | |
| Postal Code: | 2 | | |
| Entity Type: | COMPANY: IRELAND | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1347323 | THE LEARNING COMPANY | |
| Registration Number: | 2322090 | TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE | |
| Registration Number: | 2200440 | TLC | |
| Registration Number: | 2364846 | TLC THE LEARNING COMPANY | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (617)345-1300 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 617-345-1341 | | |
| Email: | matm@nixonpeabody.com | | |
| Correspondent Name: | Michelle A. Massicotte | | |
| Address Line 1: | 100 Summer Street | | |
| Address Line 2: | Nixon Peabody LLP | | |
| Address Line 4: | Boston, MASSACHUSETTS 02110 | | |
| ATTORNEY DOCKET NUMBER: | 057946-3 | | |

CH \$115.00 1347323

DOMESTIC REPRESENTATIVE

Name: Michelle A. Massicotte
Address Line 1: 100 Summer Street
Address Line 2: Nixon Peabody LLP
Address Line 4: Boston, MASSACHUSETTS 02110

| | |
|--|--------------------------|
| NAME OF SUBMITTER: | Michelle A. Massicotte |
| Signature: | /Michelle A. Massicotte/ |
| Date: | 04/15/2009 |
| Total Attachments: 1 source=RDCBLtoHMHConsumerCoLtd#page1.tif | |

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DUPLICATE FOR THE FILE

Number 441262



1069352

Certificate of Incorporation on change of name

I hereby certify that

RIVERDEEP CONSUMER BUSINESS LIMITED

having, by a Special Resolution of the Company,
and with the approval of the Registrar of Companies,
changed its name, is now incorporated as
a limited company under the name

HMH CONSUMER COMPANY LIMITED

and I have entered such name on the Register accordingly.

Given under my hand at Dublin, this

Thursday, the 28th day of February, 2008


for Registrar of Companies

Certificate handed to/posted to*: *Matheson Ormsby Prentice*
70 Sir John Rogerson's Quay
Dublin 2

Signed: *U. O'Connell*

Date: *28/2/08*

*Delete as appropriate