

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
HMH IP Company Limited		08/28/2008	COMPANY: IRELAND

**RECEIVING PARTY DATA**

Name:	HMH IP Company
Street Address:	70 Sir John Rogerson's Quay
City:	Dublin
State/Country:	IRELAND
Postal Code:	2
Entity Type:	COMPANY: IRELAND

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2400552	RIVERDEEP
Registration Number:	2605772	RIVERDEEP
Registration Number:	2469585	RIVERDEEP INTERACTIVE LEARNING
Registration Number:	2465682	RIVERDEEP INTERACTIVE LEARNING
Registration Number:	3003689	RIVERDEEP LEARNING VILLAGE
Registration Number:	3130458	RIVERDEEP LEARNING VILLAGE
Registration Number:	3261889	RIVERDEEP LEARNING VILLAGE
Registration Number:	2896181	RIVERDEEP LEARNING VILLAGE
Registration Number:	2452885	
Registration Number:	2508894	

**CORRESPONDENCE DATA**

Fax Number: (617)345-1300  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 617-345-1341

CH \$265.00 2400552

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
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**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
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Signature:	/Michelle A. Massicotte/
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Date:	04/16/2009
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Number 449588



1102491


**Certificate of Incorporation  
on re-registration as an unlimited company**

I hereby certify that

**HMH IP COMPANY**

formerly registered as a limited company has  
this day been re-registered under the Companies  
Acts 1963 to 2006 as an unlimited company.

Given under my hand at Dublin, this

**Thursday, the 28th day of August, 2008**  
for Registrar of Companies

Certificate handed to/posted to\*: *Maples And Calder*  
40 Lower Baggot Street  
Dublin 2

Signed: *A. Teehan*Date: *29/08/08*

\*Delete as appropriate