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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Riverdeep Group Plc

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

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

2. Name and address of receiving party(ies)

Riverdeep Interactive

Name: Learning Limited

Internal

Address: Styne House 3rd Floor

Street Address: Upper Hatch Street

City: Dublin 2 State: Ireland Zip:

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State 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 Agreement Change of Name Other

Execution Date: October 22, 2002

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

A. Trademark Application No.(s)

See Attached Schedule A

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elizabeth Plitzweit

Internal Address: Nixon Peabody LLP

Street Address: 101 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41) \$ 115.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-2472

(Attach duplicate copy of this page if paying by deposit account)

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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 L. Plitzweit

Name of Person Signing

Signature

October 28, 2002

Date

13

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D. C. 20231

11/26/2002 TBI A21 00000026 502472 76178772 01 FC:0521 40.00 CH 02 FC:0522 75.00 CH

TRADEMARK REEL: 002625 FRAME: 0373

SCHEDULE A

<b>Trademark</b>	<b>Serial Number</b>	<b>Filing Date</b>
THE EDITOR'S DESK and Design	76/178772	December 11, 2000
THE READING TREK	75/500143	June 11, 1998
THE WRITING TREK	75/500478	June 11, 1998
WRITE FOR YOUR LIFE and Design	76/178771	December 11, 2000

In re applications of:

Riverdeep Interactive Learning Limited

Assistant Commissioner for Trademarks  
Box ITU  
NO FEE  
2900 Crystal Drive  
Arlington, VA 22202-3513


POWER OF ATTORNEY AND  
DESIGNATION OF DOMESTIC REPRESENTATIVE

Applicant hereby appoints the following individuals as its attorneys with full power of substitution, association and revocation: Michael K. Barron, Esq., A. Damien Puller, Esq., and Devin W. Smith, Esq., members of the bar of The Commonwealth of Massachusetts and Elizabeth L. Plitzuweit, Esq., member of the bar of the State of Minnesota, Nixon Peabody LLP, 101 Federal Street, Boston, Massachusetts 02110, to prosecute the applications to register the marks listed on Schedule A, to transact all business in the Patent and Trademark Office in connection therewith, and to receive all correspondence from such office, including, without limitation, the Certificate of Registrations and are hereby designated Applicant's representative upon whom notice or process in proceedings affecting the marks listed in Schedule A may be served.

This power of attorney and designation of domestic representative revokes all earlier powers of attorney and designations of domestic representative on file with the Patent and Trademark Office with respect to the matters covered hereby.

Please direct all future correspondence to:

**Michael K. Barron, Esq.**  
**Nixon Peabody LLP**  
**101 Federal Street**  
**Boston, MA 02110**

By:   
Print Name: D. MULVILLE  
Title: SECRETARY  
Date: OCTOBER 18, 2002

**TRADEMARK ASSIGNMENT**

WHEREAS Riverdeep Group plc, an Irish corporation with its principal place of business at Styne House, 3<sup>rd</sup> Floor, Upper Hatch Street, Dublin 2, Ireland ("Assignor"), is the owner of the pending trademark applications listed in attached Schedule A (the "Trademark") and which Trademark is used in or related to the business of Assignor, and the goodwill of the business in connection with which the Trademark is used;

WHEREAS Riverdeep Interactive Learning Limited, an Irish corporation with its principal place of business at Styne House, 3<sup>rd</sup> Floor, Upper Hatch Street, Dublin 2, Ireland ("Assignee") as part of the transfer of Assignor's business to which the Trademark pertain, which business is ongoing and existing, desires to acquire the Trademark listed in the Schedule and the goodwill represented thereby;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interest in and to the Trademark together with the good will of the business which is symbolized by the Trademark and with the right to recover for damages and profits and all other remedies for past infringements thereof.

Executed under seal this 22nd day of October, 2002.

Sworn to before me this 22nd day of October, 2002.

*[Handwritten Signature]*  
\_\_\_\_\_  
Notary Public

My commission expires: 7/15/05

**RIVERDEEP GROUP PLC**

*David Mulvill*

By *DAVID MULVILLE*

Name (Print) *SECRETARY*

Title \_\_\_\_\_

