

04-12-2004

4/15/04

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)



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

Tab settings

102718659

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

1. Name of conveying party(ies): BARCLAYS BANK PLC, AS SENIOR SECURITY AGENT

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

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:

Street Address: 3rd Floor, Styne House, Upper Hatch Street

City: Dublin D2 State: Ireland Zip:

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

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 TRADEMARK RELEASE AGREEMENT

Execution Date: 03/24/2004

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

A. Trademark Application No.(s) SEE ATTACHED

B. Trademark Registration No.(s) SEE ATTACHED

Additional number(s) attached Yes No

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

Name: PENELOPE J.A. AGODOA

Internal Address: FEDERAL RESEARCH CORPORATION

Street Address: 1030 FIFTEENTH STREET NW, SUITE 920

City: WASHINGTON State: D.C. Zip: 20005

6. Total number of applications and registrations involved: 182

7. Total fee (37 CFR 3.41) \$ 4,565.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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

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.

RANDI S. ARONOW Name of Person Signing

Randi Aronow Signature

April 9, 2004 Date

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

04/13/2004 LMUELLER 00000020 76543144

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

01 FC:0521 40.00 OP 02 FC:0522 4525.00 OP

5865/229, R. Lipson

TRADEMARK REEL: 002944 FRAME: 0366

**TRADEMARKS APPLICATIONS OF**  
**RIVERDEEP INTERACTIVE LEARNING LIMITED**

<b><u>Trademark</u></b>	<b><u>Application No.</u></b>	<b><u>Application Date</u></b>
ADVENTURE WORKSHOP	76/543,144	8/26/2003
ADVENTURE WORKSHOP	76/543,143	8/26/2003
AN OREGON TRAIL ADVENTURE	76/577,666	2/24/2004
ATOMIC CLOCK	76/559,648	10/31/2003
CARMEN SANDIEGO	76/488,488	2/10/2003
DESTINATION READING	76/244770	4/20/2001
DESTINATION SUCCESS	76/572,143	1/22/2004
DESTINATION TEACH	76/570,985	1/15/2004
LEARNING COMPANY BOOKS	76/487,536	2/5/2003
MAVIS BEACON TEACHES TYPING!	76/455372	9/23/2002
MIGHTY MATH	76/543,145	8/26/2003
MIND POWER	76/455,373	9/23/2002
PRINTMASTER	76/572,144	1/22/2004
READER RABBIT	76/488,490	2/10/2003
RIVERDEEP LEARNING VILLAGE	78/115,677	3/18/2002
RIVERDEEP LEARNING VILLAGE & design	76/423,703	6/20/2002
RIVERDEEP LEARNING VILLAGE (and design)	78/357,953	1/27/2004
RIVERDEEP LEARNING VILLAGE (wordmark)	78/351,285	1/13/2004
SCHOOL TYCOON	76/461,082	10/24/2002
STARFLYERS	76/347,324	12/10/2001
STARFLYERS & design	76/487,249	2/4/2003
THE CLUEFINDERS	76/488,489	2/10/2003
ZOOMBINIS	76/457251	10/10/2002
ZOOMBINIS	76/457250	10/10/2002

ffny03\weineka\538228.2

**TRADEMARKS OF**  
**RIVERDEEP INTERACTIVE LEARNING LIMITED**

<b><u>Trademark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
3D HOME ARCHITECT	1,862,392	11/15/1994
3D HOME INTERIORS	2,369,668	7/25/2000
ACTIVE MIND SERIES	2,078,845	7/15/1997
ALL AROUND FRIPPLETOWN	2,449,929	5/8/2001
AN ISLAND ADVENTURE	2,198,088	10/20/1998
AN OCEAN ADVENTURE	2,304,825	12/28/1999
ASTRO ALGEBRA	2,136,232	2/10/1998
ATOMIC CLOCK	2,074,600	6/24/1997
BAILEY'S BOOK HOUSE	1,834,422	5/3/1994
BAILEY'S BOOK HOUSE	1,904,381	7/11/1995
BODYWORKS	1,729,084	11/3/1992
BRAIN BYTES	2,363,016	6/27/2000
BRODERBUND	2,618,094	9/10/2002
BRODERBUND SOFTWARE	1,306,829	11/27/1984
CALCULATING CREW	2,127,794	1/6/1998
CARMEN SANDIEGO CONNECTION	2,212,991	12/22/1998
CARMEN SANDIEGO JUNIOR DETECTIVE EDITION	2,007,255	10/8/1996
CARMEN SANDIEGO WORD DETECTIVE	2,304,536	12/28/1999
CARNIVAL COUNTDOWN	2,145,268	3/17/1998
CLICKART	1,316,792	1/29/1985
CLICKART Design ("George" Logo)	2,176,867	7/28/1998
COMPTON'S	1,771,187	5/18/1993
COMPTON'S HOME LIBRARY	2,242,369	5/4/1999
COMPTON'S INTERACTIVE ENCYCLOPEDIA	2,278,656	9/21/1999
DESTINATION MATH	2,578,138	6/11/2002
DESTINATION MATH	2,554,481	4/2/2002
DESTINATION: TIME TRIP, USA	2,065,894	5/27/1997
DIJIT and Design	2,487,878	9/11/2001
DIJIT and Design	2,448,059	5/1/2001
DIJIT Logo	2,402,359	11/7/2000
DIJIT Logo	2,435,510	3/13/2001
DIJIT Logo	2,487,877	9/11/2001
DOWNLOAD ZONE	2,140,133	3/3/1998

ffny03\weineka\538228.2

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
E Logo	2,262,249	7/20/1999
EDCONNECT	2,747,811	8/5/2003
EDMARK	1,016,865	7/29/1975
EDMARK	1,015,485	7/8/1975
EDMARK	2,515,111	12/4/2001
EDMARK and Design	1,878,465	2/14/1995
EDMARK IGNITE THE CURIOUS MIND and Design	2,252,796	6/15/1999
EDVANTAGE	2,525,466	1/1/2002
ELANGUAGE	2,470,749	7/17/2001
EXPLORERS OF THE NEW WORLD	2,185,172	8/25/1998
EXPRESSIT	2,774,448	10/21/2003
EXPRESSIT & Design	2,777,180	10/28/2003
EXPRESSIT TECHNOLOGY	2,500,429	10/23/2001
FAMILY LAWYER	2,039,432	2/18/1997
FOOLPROOF	1,926,732	10/10/1995
FRIPPLETOWN	2,571,790	5/21/2002
GALACTIC BRAIN BENDERS	2,466,413	7/3/2001
GIZMOS & GADGETS	1,865,655	12/6/1994
GRADE BUILDER	2,286,115	10/12/1999
HIGHWAY PATROL	2,213,162	12/22/1998
IGNITE THE CURIOUS MIND	2,214,186	12/29/1998
IMAGINATION EXPRESS	2,057,833	4/29/1997
JAMES DISCOVERS MATH	2,233,893	3/23/1999
KID DESK and Design	1,864,543	11/29/1994
KID DESK	1,790,901	8/31/1993
KID PIX	1,810,528	12/14/1993
KID-SAFE SITES	2,294,751	11/23/1999
KNOWLEDGE MUNCHERS	2,358,182	6/13/2000
LEARNING NEEDS	2,694,218	3/4/2003
LEARNINGBUDDIES	2,448,326	5/1/2001
LET'S GO READ!	2,349,234	5/16/2000
LIVING BOOKS	1,796,822	10/5/1993
LIVING BOOKS & DESIGN	2,011,414	10/29/1996
LOGAL	1,882,881	3/7/1995
LOGAL SIMLIBRARY	2,551,916	3/26/2002
LOGIC QUEST	2,177,164	7/28/1998
LOGICAL JOURNEY OF THE ZOOMBINIS	2,041,387	2/25/1997

ffny03\weineka\538228.2

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
MARLU & Design	1,991,609	8/6/1996
MATH MUNCHERS	2,245,681	5/18/1999
MATHKEYS	1,885,562	3/21/1995
MAVIS BEACON	2,070,388	6/10/1997
MAVIS BEACON TEACHES TYPING!	1,503,670	9/13/1988
MEGA MUNCHERS	2,327,197	3/7/2000
MIDNIGHT RESCUE!	1,850,618	8/23/1994
MIGHTY MATH	2,096,700	9/16/1997
MILLIE & BAILEY	2,187,757	9/8/1998
MILLIE'S MATH HOUSE	1,784,693	7/27/1993
MINDTWISTER MATH	2,470,384	7/17/2001
MYWAVE and Design	2,551,764	3/26/2002
NOW THE BEST SCHOOL CAN BE EVERYWHERE	2,463,867	6/26/2001
NUMBER HEROES	2,099,000	9/23/1997
NUMBER MUNCHERS	2,233,137	3/23/1999
ORANGA BANGA	1,928,742	10/17/1995
ORLY'S DRAW-A-STORY	2,179,142	8/4/1998
OUTNUMBERED!	1,616,866	10/9/1990
PAINT, WRITE & PLAY!	2,113,982	11/18/1997
PIONEER ADVENTURES	2,445,419	4/24/2001
POWERED BY BRODERBUND'S EXPRESSIT TECHNOLOGY & Design	2,500,430	10/23/2001
PRACTICE MAKES PERFECT	2,276,281	9/7/1999
PRINTMASTER	2,111,762	11/11/1997
READER RABBIT	1,430,966	3/3/1987
READER RABBIT'S TODDLER	2,191,554	9/22/1998
READER RABBIT'S KINDERGARTEN	2,194,347	10/6/1998
READER RABBIT'S PRESCHOOL	2,191,555	9/22/1998
READER RABBIT'S READING DEVELOPMENT LIBRARY	2,159,221	5/19/1998
RIVERDEEP	2,605,772	8/6/2002
RIVERDEEP	2,400,552	10/31/2000
RIVERDEEP INTERACTIVE LEARNING	2,469,585	7/17/2001
RIVERDEEP INTERACTIVE LEARNING	2,465,682	7/3/2001
RIVERDEEP Logo	2,452,885	5/22/2001
RIVERDEEP Logo	2,508,894	11/20/2001
SAFEFILTER	2618591	9/10/2002

ffny03\weineka\538228.2

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SAMMY'S SCIENCE HOUSE	1,929,707	10/24/1995
SKILLS BANK	1,732,691	11/17/1992
SKY ISLAND MYSTERIES	2,238,506	4/13/1999
SMARTSTUFF	1,939,206	12/5/1995
SPIRITUAL EXPRESSIONS	2,366,829	7/11/2000
STANLEY'S STICKER STORIES	2,078,912	7/15/1997
STORYBOOK WEAVER	1,769,401	5/4/1993
STUDENT WRITING CENTER	1,873,215	1/10/1995
SUPER SECRET SCIENCE STATION	2,223,894	2/16/1999
SUPER SOLVERS	1,872,342	1/10/1995
THE AMAZING WRITING MACHINE	1,969,945	4/23/1996
THE AMAZON TRAIL	1,850,384	8/16/1994
THE CLUEFINDERS	2,286,308	10/12/1999
THE COMPLETE REFERENCE COLLECTION	2,273,150	8/24/1999
THE EDITOR'S DESK and Design	2,676,400	1/21/2003
THE LEARNING COMPANY	1,347,323	7/9/1985
THE OREGON TRAIL	1,771,617	5/18/1993
THE PRINT SHOP	1,395,538	6/3/1986
THE PRINT SHOP ESSENTIALS	2,414,416	12/19/2000
THE WRITING TREK	2,769,398	9/30/2003
THEMEWEAVERS	2651018	11/19/2002
THINK IT. PRINT IT.	2,622,525	9/24/2002
THINKIN' SCIENCE	2,218,427	1/19/1999
THINKIN' THINGS	1,934,358	11/7/1995
THINKIN' THINGS and Design	1,932,617	11/7/1995
TLC & Design	2,200,440	10/27/1998
TLC THE LEARNING COMPANY & Design	2,364,846	7/4/2000
TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE & DESIGN	2,322,090	2/22/2000
TOUCHFREE	2,470,715	7/17/2001
TOUCHWINDOW	1,479,442	3/8/1988
TRAVEL THE WORLD	2,280,183	9/21/1999
TREASURE COVE!	1,818,409	1/25/1994
TREASURE MATHSTORM!	1,832,011	4/19/1994
TREASURE MOUNTAIN!	1,854,540	9/20/1994
TRIVIA MUNCHERS	2,245,677	5/18/1999
TRUDY'S TIME & PLACE HOUSE	2,062,744	5/20/1997
TRUE NETWORK VERSIONS	2,302,982	12/21/1999

ffny03\weineka\538228.2

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ULTIMATE WRITING & CREATIVITY CENTER	2,077,963	7/8/1997
VIRTUAL MAKEOVER	2,388,081	9/19/2000
VIRTUAL MANIPULATIVES	2,178,726	8/4/1998
VIRTUALTALK	2,506,080	11/13/2001
VIRUCIDE	1,665,430	11/19/1991
WHERE IN THE U.S.A. IS CARMEN SANDIEGO?	1,483,655	4/5/1988
WHERE IN THE WORLD IS CARMEN SANDIEGO	2,221,220	2/2/1999
WHERE IN THE WORLD IS CARMEN SANDIEGO?	1,383,516	2/18/1986
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,163,949	6/9/1998
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,213,937	12/29/1998
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,223,676	2/16/1999
WHERE IN TIME IS CARMEN SANDIEGO?	1,606,525	7/17/1990
WORD MUNCHERS	2,244,406	5/11/1999
WORDS AROUND ME	2,025,822	2/24/1996
WRITE FOR YOUR LIFE and Design	2,671,124	1/7/2003
ZOO ZILLIONS	2,145,266	3/17/1998

ffny03\weineka\538228.2

RELEASE OF SECURITY INTEREST OF  
TRADEMARKS

THIS RELEASE is granted by BARCLAYS BANK PLC, as Senior Security Agent (as defined in the Security Agreement, in such capacity the "Senior Security Agent") to Riverdeep Interactive Learning Limited, an Irish corporation ("RILL").

WHEREAS, RILL entered into that certain Senior Credit Agreement dated January 18, 2003 (as amended pursuant to an amendment agreement dated April 14, 2003 and as further amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Hertal Acquisitions PLC (the "Parent") and certain affiliates of the Parent, the financial institutions party thereto (the "Senior Lenders"), Barclays Bank PLC, as Facility Agent and Security Agent (the "Agent") and Barclays Leveraged Finance and The Royal Bank of Scotland PLC, as joint mandated lead arrangers.

WHEREAS, RILL and one or more Borrowers have also entered into that certain Mezzanine Loan Agreement dated January 18, 2003 (as amended pursuant to an amendment agreement dated April 14, 2003 and as further amended, supplemented or otherwise modified from time to time, the "Mezzanine Loan Agreement" and, together with the Credit Agreement, the "Senior Finance Documents"), among the Parent, such Borrowers, the financial institutions party thereto (the "Mezzanine Lenders" and together with the Senior Lenders, the "Lenders"), RBS Mezzanine Limited, as lead arranger, lead underwriter, and as facility agent for the Mezzanine Lenders, and Barclays Bank PLC, as security agent and trustee for the Mezzanine Lenders. Capitalized terms used but not defined herein have the meanings given in the Credit Agreement.

WHEREAS, pursuant to that certain Security Agreement, dated as of April 25, 2003 (the "Security Agreement"), RILL, Riverdeep Group plc (an Irish corporation), 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 "IP Affiliates") granted to the Senior Security Agent for the benefit of the Secured Parties (as defined therein) a security interest in all of RILL's and the IP Affiliates' right, title and interest in and to their trademarks and service marks, together with the goodwill of the business symbolized by such trademarks and service marks, and the applications or registrations thereof, including, but not limited to, the trademarks and service marks listed in Schedule A attached hereto (collectively, the "Marks") to secure the payment and performance of the obligations under the Security Agreement;

WHEREAS, the Security Agreement was recorded in the U.S. Patent and Trademark Office on May 9, 2003 (i) at Reel 002733 at Frame 0552, (ii) Reel 002733 at Frame 0579; (iii) Reel 002733 at Frame 0587 and (iv) Reel 002732 at Frame 0100; and

WHEREAS, the IP Affiliates transferred all right, title and interest in the Marks to RILL;

ffny03\weineka\538228.2



WHEREAS, all of the obligations under the Security Agreement have been satisfied and RILL is entitled to the release of the security interest granted in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. The Senior Security Agent hereby releases the entire security interest in the Marks.
2. This release of security interest is being executed by the Senior Security Agent with the intention that it be recorded in the U.S. Patent and Trademark Office to evidence that neither RILL nor any of the properties listed on Schedule A is subject to the security interest as set forth in the Security Agreement.

ffny03\weincka\538228.2

IN WITNESS WHEREOF, the Senior Security Agent has caused this release to be executed by its duly authorized officer this \_\_\_\_\_ day of March 24, 2004.

BARCLAYS BANK PLC,  
as Senior Security Agent

By: *CE*  
Name: CR AIG EVANS  
Title: DIRECTOR

In the presence of

Signature of witness *[Signature]*

Name of witness JO FRANCIS

Address of witness BARCLAYS BANK PLC, 5 THE NORTH COLONNADE,  
LONDON, E14 4BB.

Occupation of witness BANKER

ffny03weineka\538228.1

**TRADEMARKS APPLICATIONS OF  
RIVERDEEP INTERACTIVE LEARNING LIMITED**

<b><u>Trademark</u></b>	<b><u>Application No.</u></b>	<b><u>Application Date</u></b>
ADVENTURE WORKSHOP	76/543,144	8/26/2003
ADVENTURE WORKSHOP	76/543,143	8/26/2003
AN OREGON TRAIL ADVENTURE	76/577,666	2/24/2004
ATOMIC CLOCK	76/559,648	10/31/2003
CARMEN SANDIEGO	76/488,488	2/10/2003
DESTINATION READING	76/244770	4/20/2001
DESTINATION SUCCESS	76/572,143	1/22/2004
DESTINATION TEACH	76/570,985	1/15/2004
LEARNING COMPANY BOOKS	76/487,536	2/5/2003
MAVIS BEACON TEACHES TYPING!	76/455372	9/23/2002
MIGHTY MATH	76/543,145	8/26/2003
MIND POWER	76/455,373	9/23/2002
PRINTMASTER	76/572,144	1/22/2004
READER RABBIT	76/488,490	2/10/2003
RIVERDEEP LEARNING VILLAGE	78/115,677	3/18/2002
RIVERDEEP LEARNING VILLAGE & design	76/423,703	6/20/2002
RIVERDEEP LEARNING VILLAGE (and design)	78/357,953	1/27/2004
RIVERDEEP LEARNING VILLAGE (wordmark)	78/351,285	1/13/2004
SCHOOL TYCOON	76/461,082	10/24/2002
STARFLYERS	76/347,324	12/10/2001
STARFLYERS & design	76/487,249	2/4/2003
THE CLUEFINDERS	76/488,489	2/10/2003
ZOOMBINIS	76/457251	10/10/2002
ZOOMBINIS	76/457250	10/10/2002

ffny03\weineka\538228.2

**TRADEMARKS OF**  
**RIVERDEEP INTERACTIVE LEARNING LIMITED**

<b><u>Trademark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
3D HOME ARCHITECT	1,862,392	11/15/1994
3D HOME INTERIORS	2,369,668	7/25/2000
ACTIVE MIND SERIES	2,078,845	7/15/1997
ALL AROUND FRIPPLETOWN	2,449,929	5/8/2001
AN ISLAND ADVENTURE	2,198,088	10/20/1998
AN OCEAN ADVENTURE	2,304,825	12/28/1999
ASTRO ALGEBRA	2,136,232	2/10/1998
ATOMIC CLOCK	2,074,600	6/24/1997
BAILEY'S BOOK HOUSE	1,834,422	5/3/1994
BAILEY'S BOOK HOUSE	1,904,381	7/11/1995
BODYWORKS	1,729,084	11/3/1992
BRAIN BYTES	2,363,016	6/27/2000
BRODERBUND	2,618,094	9/10/2002
BRODERBUND SOFTWARE	1,306,829	11/27/1984
CALCULATING CREW	2,127,794	1/6/1998
CARMEN SANDIEGO CONNECTION	2,212,991	12/22/1998
CARMEN SANDIEGO JUNIOR DETECTIVE EDITION	2,007,255	10/8/1996
CARMEN SANDIEGO WORD DETECTIVE	2,304,536	12/28/1999
CARNIVAL COUNTDOWN	2,145,268	3/17/1998
CLICKART	1,316,792	1/29/1985
CLICKART Design ("George" Logo)	2,176,867	7/28/1998
COMPTON'S	1,771,187	5/18/1993
COMPTON'S HOME LIBRARY	2,242,369	5/4/1999
COMPTON'S INTERACTIVE ENCYCLOPEDIA	2,278,656	9/21/1999
DESTINATION MATH	2,578,138	6/11/2002
DESTINATION MATH	2,554,481	4/2/2002
DESTINATION: TIME TRIP, USA	2,065,894	5/27/1997
DIJIT and Design	2,487,878	9/11/2001
DIJIT and Design	2,448,059	5/1/2001
DIJIT Logo	2,402,359	11/7/2000
DIJIT Logo	2,435,510	3/13/2001
DIJIT Logo	2,487,877	9/11/2001
DOWNLOAD ZONE	2,140,133	3/3/1998

ffny03\weineka\538228.2

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
E Logo	2,262,249	7/20/1999
EDCONNECT	2,747,811	8/5/2003
EDMARK	1,016,865	7/29/1975
EDMARK	1,015,485	7/8/1975
EDMARK	2,515,111	12/4/2001
EDMARK and Design	1,878,465	2/14/1995
EDMARK IGNITE THE CURIOUS MIND and Design	2,252,796	6/15/1999
EDVANTAGE	2,525,466	1/1/2002
ELANGUAGE	2,470,749	7/17/2001
EXPLORERS OF THE NEW WORLD	2,185,172	8/25/1998
EXPRESSIT	2,774,448	10/21/2003
EXPRESSIT & Design	2,777,180	10/28/2003
EXPRESSIT TECHNOLOGY	2,500,429	10/23/2001
FAMILY LAWYER	2,039,432	2/18/1997
FOOLPROOF	1,926,732	10/10/1995
FRIPPLETOWN	2,571,790	5/21/2002
GALACTIC BRAIN BENDERS	2,466,413	7/3/2001
GIZMOS & GADGETS	1,865,655	12/6/1994
GRADE BUILDER	2,286,115	10/12/1999
HIGHWAY PATROL	2,213,162	12/22/1998
IGNITE THE CURIOUS MIND	2,214,186	12/29/1998
IMAGINATION EXPRESS	2,057,833	4/29/1997
JAMES DISCOVERS MATH	2,233,893	3/23/1999
KID DESK and Design	1,864,543	11/29/1994
KID DESK	1,790,901	8/31/1993
KID PIX	1,810,528	12/14/1993
KID-SAFE SITES	2,294,751	11/23/1999
KNOWLEDGE MUNCHERS	2,358,182	6/13/2000
LEARNING NEEDS	2,694,218	3/4/2003
LEARNINGBUDDIES	2,448,326	5/1/2001
LET'S GO READ!	2,349,234	5/16/2000
LIVING BOOKS	1,796,822	10/5/1993
LIVING BOOKS & DESIGN	2,011,414	10/29/1996
LOGAL	1,882,881	3/7/1995
LOGAL SIMLIBRARY	2,551,916	3/26/2002
LOGIC QUEST	2,177,164	7/28/1998
LOGICAL JOURNEY OF THE ZOOMBINIS	2,041,387	2/25/1997

ffny03\weineka\538228.2

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
MARLU & Design	1,991,609	8/6/1996
MATH MUNCHERS	2,245,681	5/18/1999
MATHKEYS	1,885,562	3/21/1995
MAVIS BEACON	2,070,388	6/10/1997
MAVIS BEACON TEACHES TYPING!	1,503,670	9/13/1988
MEGA MUNCHERS	2,327,197	3/7/2000
MIDNIGHT RESCUE!	1,850,618	8/23/1994
MIGHTY MATH	2,096,700	9/16/1997
MILLIE & BAILEY	2,187,757	9/8/1998
MILLIE'S MATH HOUSE	1,784,693	7/27/1993
MINDTWISTER MATH	2,470,384	7/17/2001
MYWAVE and Design	2,551,764	3/26/2002
NOW THE BEST SCHOOL CAN BE EVERYWHERE	2,463,867	6/26/2001
NUMBER HEROES	2,099,000	9/23/1997
NUMBER MUNCHERS	2,233,137	3/23/1999
ORANGA BANGA	1,928,742	10/17/1995
ORLY'S DRAW-A-STORY	2,179,142	8/4/1998
OUTNUMBERED!	1,616,866	10/9/1990
PAINT, WRITE & PLAY!	2,113,982	11/18/1997
PIONEER ADVENTURES	2,445,419	4/24/2001
POWERED BY BRODERBUND'S EXPRESSIT TECHNOLOGY & Design	2,500,430	10/23/2001
PRACTICE MAKES PERFECT	2,276,281	9/7/1999
PRINTMASTER	2,111,762	11/11/1997
READER RABBIT	1,430,966	3/3/1987
READER RABBIT'S TODDLER	2,191,554	9/22/1998
READER RABBIT'S KINDERGARTEN	2,194,347	10/6/1998
READER RABBIT'S PRESCHOOL	2,191,555	9/22/1998
READER RABBIT'S READING DEVELOPMENT LIBRARY	2,159,221	5/19/1998
RIVERDEEP	2,605,772	8/6/2002
RIVERDEEP	2,400,552	10/31/2000
RIVERDEEP INTERACTIVE LEARNING	2,469,585	7/17/2001
RIVERDEEP INTERACTIVE LEARNING	2,465,682	7/3/2001
RIVERDEEP Logo	2,452,885	5/22/2001
RIVERDEEP Logo	2,508,894	11/20/2001
SAFEFILTER	2618591	9/10/2002

ffny03\weineka\538228.2

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SAMMY'S SCIENCE HOUSE	1,929,707	10/24/1995
SKILLS BANK	1,732,691	11/17/1992
SKY ISLAND MYSTERIES	2,238,506	4/13/1999
SMARTSTUFF	1,939,206	12/5/1995
SPIRITUAL EXPRESSIONS	2,366,829	7/11/2000
STANLEY'S STICKER STORIES	2,078,912	7/15/1997
STORYBOOK WEAVER	1,769,401	5/4/1993
STUDENT WRITING CENTER	1,873,215	1/10/1995
SUPER SECRET SCIENCE STATION	2,223,894	2/16/1999
SUPER SOLVERS	1,872,342	1/10/1995
THE AMAZING WRITING MACHINE	1,969,945	4/23/1996
THE AMAZON TRAIL	1,850,384	8/16/1994
THE CLUEFINDERS	2,286,308	10/12/1999
THE COMPLETE REFERENCE COLLECTION	2,273,150	8/24/1999
THE EDITOR'S DESK and Design	2,676,400	1/21/2003
THE LEARNING COMPANY	1,347,323	7/9/1985
THE OREGON TRAIL	1,771,617	5/18/1993
THE PRINT SHOP	1,395,538	6/3/1986
THE PRINT SHOP ESSENTIALS	2,414,416	12/19/2000
THE WRITING TREK	2,769,398	9/30/2003
THEMEWEAVERS	2651018	11/19/2002
THINK IT. PRINT IT.	2,622,525	9/24/2002
THINKIN' SCIENCE	2,218,427	1/19/1999
THINKIN' THINGS	1,934,358	11/7/1995
THINKIN' THINGS and Design	1,932,617	11/7/1995
TLC & Design	2,200,440	10/27/1998
TLC THE LEARNING COMPANY & Design	2,364,846	7/4/2000
TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE & DESIGN	2,322,090	2/22/2000
TOUCHFREE	2,470,715	7/17/2001
TOUCHWINDOW	1,479,442	3/8/1988
TRAVEL THE WORLD	2,280,183	9/21/1999
TREASURE COVE!	1,818,409	1/25/1994
TREASURE MATHSTORM!	1,832,011	4/19/1994
TREASURE MOUNTAIN!	1,854,540	9/20/1994
TRIVIA MUNCHERS	2,245,677	5/18/1999
TRUDY'S TIME & PLACE HOUSE	2,062,744	5/20/1997
TRUE NETWORK VERSIONS	2,302,982	12/21/1999

ffny03\weineka\538228.2

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ULTIMATE WRITING & CREATIVITY CENTER	2,077,963	7/8/1997
VIRTUAL MAKEOVER	2,388,081	9/19/2000
VIRTUAL MANIPULATIVES	2,178,726	8/4/1998
VIRTUALTALK	2,506,080	11/13/2001
VIRUCIDE	1,665,430	11/19/1991
WHERE IN THE U.S.A. IS CARMEN SANDIEGO?	1,483,655	4/5/1988
WHERE IN THE WORLD IS CARMEN SANDIEGO	2,221,220	2/2/1999
WHERE IN THE WORLD IS CARMEN SANDIEGO?	1,383,516	2/18/1986
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,163,949	6/9/1998
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,213,937	12/29/1998
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,223,676	2/16/1999
WHERE IN TIME IS CARMEN SANDIEGO?	1,606,525	7/17/1990
WORD MUNCHERS	2,244,406	5/11/1999
WORDS AROUND ME	2,025,822	2/24/1996
WRITE FOR YOUR LIFE and Design	2,671,124	1/7/2003
ZOO ZILLIONS	2,145,266	3/17/1998

ffny03\weineka\538228.2