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REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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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):
ED-VANTAGE SOFTWARE, INC.

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

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

2. Name and address of receiving party(ies)
Name: RIVERDEEP INTERACTIVE LEARNING LTD
Internal Address: 3rd Floor, Styne House
Address: _____
Street Address: Upper Hatch Street
City: Dublin 2 Country: Ireland Zip: _____

 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- Country: 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: December 4, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/500,477

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: Jennifer Silver, Esq.
Internal Address: Room 1888
Proskauer Rose LLP

Street Address: _____
1585 Broadway

City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
16-2500

(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.

Jennifer Silver _____ December 4, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

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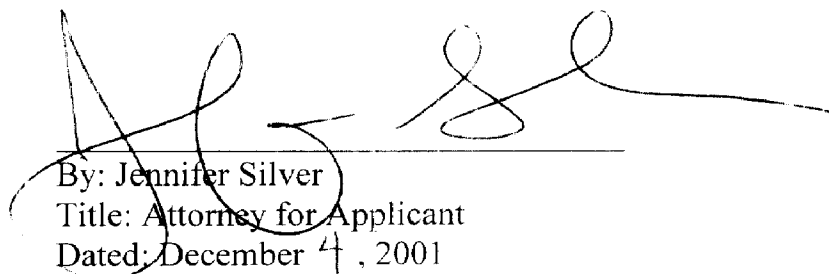
TRADEMARK
REEL: 002407 FRAME: 0023

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Owner's Name: RIVERDEEP INTERACTIVE LEARNING LTD.

Owner's Address: 3rd Floor
Styne House
Upper Hatch Street
Dublin 2, Ireland

The law firm of Proskauer Rose LLP, having a place of business at 1585 Broadway, New York, New York 10036, is hereby appointed the owner's representative upon whom notice or process in the proceedings affecting the mark may be served.



By: Jennifer Silver
Title: Attorney for Applicant
Dated: December 4, 2001

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT OF U.S. TRADEMARK**

WHEREAS, Ed-Vantage Software, Inc. (surviving company from merger between Ed-Vantage Software, Inc. and EVS Acquisition Corp.), a Delaware corporation located and doing business at 3rd Floor, Styne House, Upper Hatch Street, Dublin 2 Ireland (“Assignor”), has adopted, used and is using the trademark listed on Schedule A attached hereto (the “Mark”); and


WHEREAS, Assignor owns the U.S. Trademark Application listed on Schedule A attached hereto (the “U.S. Trademark Application”); and

WHEREAS, Riverdeep Interactive Learning Ltd., an Irish corporation located and doing business at 3rd Floor, Styne House, Upper Hatch Street, Dublin 2 Ireland (“Assignee”), desires to obtain all rights in and to the Mark and the U.S. Trademark Application.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Mark, the U.S. Trademark Application and all other registrations and applications to register the Mark, the right to recover for any and all past infringements of the Mark, and the goodwill of the business in connection with which the Mark is used.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as of this
4th day of December, 2001.

ED-VANTAGE SOFTWARE, INC.

By: 
Name: Bob Callaghan
Title: CEO

SCHEDULE A

Mark	Serial No.	Filing Date
EDVANTAGE SOFTWARE	75/500,477	June 11, 1998