

5-13-03



To the Honorable Commissioner of Patents

102451955

and original documents or copy thereof.

1. Name of conveying party(ies): RiverDeep Interactive Learning Limited

Individuals Association
 General Partnership - Limited Partnership
 Corporation-Ireland
 Other -

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

2. Name and address of receiving party(ies):

Name: Barclays Bank PLC
 Internal Address: _____
 Street Address: 54 Lombard Street
 City: London Country: United Kingdom ZIP: EC3 3AH

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other Collateral Agent

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 Interest Change of Name
 Other

Execution Date: April 25, 2003

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

Please see the attached schedule.

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

Name: Elizabeth A. Nunn, Senior Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved 132

7. Total fee (37 CFR 3.41): \$ 3315.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)
 (Attach duplicate copy of this page if paying by deposit account)

05/16/2003 DBYRNE 00000070 76244770
 01 FC:0521 40.00 DP
 02 FC:0522 3275.00 DP

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.

Elizabeth A. Nunn May 13, 2003
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 29

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

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Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Schedule B

TRADEMARK APPLICATIONS¹

Riverdeep Interactive Learning Limited

<u>Trademark</u>	<u>Appln. No.</u>	<u>Appln. Date</u>
DESTINATION READING	76/244770	4/20/01
EDCONNECT	76/079951	6/5/01
MIND POWER	76/455373	10/17/02
RIVERDEEP LEARNING VILLAGE	78/115677	3/18/02
RIVERDEEP LEARNING VILLAGE and Design	76/423703	6/20/02
SCHOOL TYCOON	76/461082	10/24/02
STARFLYERS	76/347324	12/10/01
Stylized Bee Design	76/300870	8/15/01
Stylized Bee Design	76/300869	8/15/01
ZOOMBINIS	76/457251	10/11/02
ZOOMBINIS	76/457250	10/10/02

¹ The company names listed in Schedule B refer to the owner of the registration or application according to the records of the United States Patent & Trademark Office and such records may not yet reflect recordations filed to update or correct such ownership records.

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TRADEMARK REGISTRATIONS

Riverdeep Interactive Learning Limited

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BAILEY'S BOOK HOUSE	1,904,381	7/11/95
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DESTINATION: TIME TRIP, USA	2,065,894	5/27/97
DIJIT and Design	2,487,878	9/11/01
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DIJIT Logo	2,402,359	11/7/00
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DIJIT Logo	2,487,877	9/11/01
E Logo	2,262,249	7/20/99
EARTHULSE CENTER Logo	2,531,743	1/22/02
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KIDDESK	1,790,901	8/31/93
KID-SAFE SITES	2,294,751	11/23/9
LEARNINGBUDDIES	2,448,326	5/1/01
LEARNING NEEDS	2,694,218	3/4/03
LET'S GO READ!	2,349,234	5/16/00
LOGAL	1,882,881	3/7/95

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MATHKEYS	1,885,562	3/21/95
MAVIS BEACON	2,070,388	6/10/97
MAVIS BEACON TEACHES TYPING!	1,503,670	9/13/88
MIGHTY MATH	2,096,700	9/16/97
MILLIE & BAILEY	2,187,757	9/8/98
MILLIE'S MATH HOUSE	1,784,693	1/31/00
MINDTWISTER MATH	2,470,384	7/17/01
MYWAVE and Design	2,551,764	3/26/02
NOW THE BEST SCHOOL CAN BE EVERYWHERE	2,463,867	6/26/01
NUMBER HEROES	2,099,000	9/23/97
ORANGA BANGA	1,928,742	10/17/95
ORLY'S DRAW-A- STORY	2,179,142	8/4/98
OUTNUMBERED!	1,616,866	10/9/90
PIONEER ADVENTURES	2,445,419	4/24/01
PRACTICE MAKES PERFECT	2,276,281	9/7/99
READER RABBIT	1,430,966	3/3/87
READER RABBIT'S TODDLER	2,191,554	9/22/98
READER RABBIT'S KINDERGARTEN	2,194,347	10/6/98
READER RABBIT'S PRESCHOOL	2,191,555	9/22/98
RIVERDEEP	2,605,772	8/6/02
RIVERDEEP	2,400,552	10/31/00
RIVERDEEP INTERACTIVE LEARNING	2,469,585	7/17/01

Schedule B

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
RIVERDEEP INTERACTIVE LEARNING	2,465,682	7/3/01
RIVERDEEP Logo	2,452,885	5/22/01
RIVERDEEP Logo	2,508,894	11/20/01
SAFEFILTER ²	2618591	9/10/02
SAMMY'S SCIENCE HOUSE	1,929,707	10/24/95
SCREENPLAY	2,014,817	11/12/96
SKILLS BANK	1,732,691	11/17/92
SKY ISLAND MYSTERIES	2,238,506	4/13/99
SMARTSTUFF	1,939,206	12/5/95
STANLEY'S STICKER STORIES	2,078,912	7/15/97
STORYBOOK WEAVER	1,769,401	5/4/93
STRATEGY CHALLENGES	2,123,628	12/23/97
SUPER SECRET SCIENCE STATION	2,223,894	2/16/99
SUPER SOLVERS	1,872,342	1/10/95
THE AMAZING WRITING MACHINE	1,969,945	4/23/96
THE AMAZON TRAIL	1,850,384	8/16/94
THE CLUEFINDERS	2,286,308	10/12/99
THE LEARNING COMPANY	1,347,323	7/9/85
THE OREGON TRAIL	1,771,617	5/18/93
THEMEWEAVERS	2,651,018	11/19/02
THINKIN' SCIENCE	2,218,427	1/19/99
THINKIN' THINGS	1,934,358	11/7/95
THINKIN' THINGS and Design	1,932,617	11/7/95

² The parties hereto acknowledge that, according to the records at the U.S. Patent and Trademark Office, this Trademark may be subject to a security interest in favor of Bank of America, N.A. The parties further acknowledge that Section 3.02(c) of the Security Agreement is not breached thereby because UCC lien searches do not evidence any security interest in favor of Bank of America, N.A. related to property owned by Riverdeep Interactive Learning Limited.

Schedule B

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
TLC & Design	2,200,440	10/27/98
TLC THE LEARNING COMPANY & Design	2,364,846	4/4/00
TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE & DESIGN	2,322,090	2/22/00
TOUCHFREE	2,470,715	7/17/01
TOUCHWINDOW	1,479,442	3/8/88
TRAVEL THE WORLD	2,280,183	9/21/99
TREASURE COVE!	1,818,409	1/25/94
TREASURE MATHSTORM!	1,832,011	4/19/94
TREASURE MOUNTAIN!	1,854,540	9/20/94
TRUDY'S TIME & PLACE HOUSE	2,062,744	5/20/97
TRUE NETWORK VERSIONS	2,302,982	12/21/99
ULTIMATE WRITING & CREATIVITY CENTER	2,077,963	7/8/97
VIRTUAL MANIPULATIVES	2,178,726	8/4/98
WHERE IN THE U.S.A. IS CARMEN SANDIEGO?	1,483,655	4/5/88
WHERE IN THE WORLD IS CARMEN SAN DIEGO?	2,221,220	2/2/99
WHERE IN THE WORLD IS CARMEN SANDIEGO?	1,383,516	2/18/86
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,163,949	6/9/98
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,087,438	8/12/97

Schedule B

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,213,937	12/29/98
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,223,676	2/16/99
WHERE IN THE WORLD IS CARMEN SANDIEGO? JUNIOR DETECTIVE EDITION	1,963,054	3/19/96
WHERE IN TIME IS CARMEN SANDIEGO?	2,135,018	2/3/98
WHERE IN TIME IS CARMEN SANDIEGO?	1,606,525	3/20/01
WORD MUNCHERS	2,244,406	5/11/99
WORDS AROUND ME	2,025,822	2/25/96
ZOO ZILLIONS	2,145,266	3/17/98

**ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES PATENTS AND TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, RIVERDEEP GROUP plc (a company incorporated in the Republic of Ireland), RIVERDEEP INTERACTIVE LEARNING LIMITED (a company incorporated in the Republic of Ireland), 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, the "Assignors"), each having its chief executive office at 399 Boylston Street, Boston, MA 02116, hereby grants and assigns to BARCLAYS BANK PLC, as Collateral Agent, (the "Assignee"), with offices at 54 Lombard Street, London EC3P 3AH, United Kingdom, a security interest in all of the Assignor's right, title and interest, if any, in, to and under the following, whether presently existing or hereafter arising or acquired:

(i) each United States patent and patent application, including each Patent and Patent Application referred to on Schedule A hereto;

(ii) each Patent and Patent License (except for any Excluded Contracts), as those terms are defined in the Security Agreement, which is defined below;

(iii) each United States trademark and service mark, trademark and service mark registration, and trademark and service mark application, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark and service mark, trademark and service mark registration, and trademark and service mark application, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto; but excluding in all cases all intent-to-use United States trademark applications until an amendment to allege use or statement of use has been filed under 15 U.S.C. § 1051(c) or 15 U.S.C. § 1051(d), respectively, and has been deemed in conformance with 15 U.S.C. § 1051(a) or examined and accepted, respectively, by the United States Patent and Trademark Office; and

(iv) each Trademark and Trademark License (except for any Excluded Contracts), as those terms are defined in the Security Agreement, which is defined below.

THIS ASSIGNMENT of Security Interest is granted in conjunction with the security interests granted to the Assignee pursuant to the Security Agreement among the Assignor, the Assignee and certain other parties dated as of April 25, 2003, as amended, modified or supplemented from time to time (the "Security Agreement"). The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

ffny02\longha\390648.3

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 25th day of April, 2003.

RIVERDEEP GROUP plc, as Assignor

By: [Signature]
Name: David Mulville
Title: EVP, Company Secretary

STATE OF California
County OF Marin

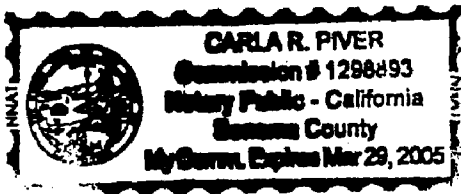
The foregoing instrument was acknowledged before me this 25th day of April, 2003 by David Mulville as Company Secretary

of RIVERDEEP GROUP plc, a company incorporated in the Republic of Ireland, on behalf of RIVERDEEP GROUP plc.

My commission expires: march 29, 2005

Notarial Seal

[Signature]
Notary Public



RIVERDEEP INTERACTIVE LEARNING LIMITED, as Assignor

By: [Signature]
Name: David Mulville
Title: EVP, Company Secretary

STATE OF California
County OF Marin

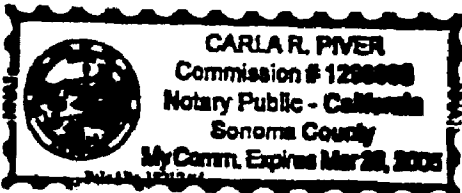
The foregoing instrument was acknowledged before me this 25th day of April, 2003 by David Mulville as Company Secretary

of RIVERDEEP INTERACTIVE LEARNING LIMITED, a company incorporated in the Republic of Ireland, on behalf of RIVERDEEP INTERACTIVE LEARNING LIMITED.

My commission expires: march 29, 2005

Notarial Seal

[Signature]
Notary Public



ED-VANTAGE SOFTWARE, INC., as Assignor

By: William Burke
Name: William Burke
Title: EVP

STATE OF California
County OF Marin

The foregoing instrument was acknowledged before me this 25th day of April, 2003 by
William Burke as EVP

of ED-VANTAGE SOFTWARE, INC., a company incorporated in Delaware, United States of America, on behalf of ED-VANTAGE SOFTWARE, INC.,

My commission expires: March 29, 2005

Notarial Seal



Carla R. Piver
Notary Public

RIVERDEEP, INC., as Assignor

By: David Mulville
Name: David Mulville
Title: EVP, Company Secretary

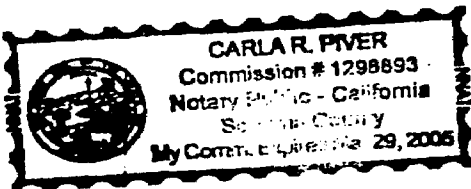
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of RIVERDEEP, INC., a company incorporated in the State of Delaware, United States of America, on behalf of RIVERDEEP, INC.

My commission expires:

Notarial Seal



Carla R. Piver
Notary Public

BRODERBUND (PROPERTIES) LLC, as
Assignor

By: [Signature]
Name: A BORDON
Title: COO

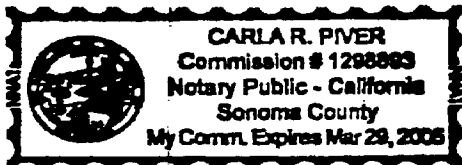
STATE OF California
County OF Marin

The foregoing instrument was acknowledged before me this 25th day of April, 2003 by
Anthony Bordon as C.O.O.

of BRODERBUND (PROPERTIES) LLC, a limited liability company incorporated in the State of
Delaware, United States of America, on behalf of BRODERBUND (PROPERTIES) LLC.

My commission expires: march 29, 2005

Notarial Seal



[Signature]
Notary Public

BRODERBUND LLC, as Assignor

By: [Signature]
Name: Anthony Bordon
Title: C.O.O.

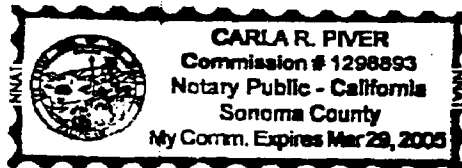
STATE OF California
County OF Marin

The foregoing instrument was acknowledged before me this 25th day of April, 2003 by
Anthony Bordon as C.O.O.

of BRODERBUND LLC, a limited liability company incorporated in the State of Minnesota, United
States of America, on behalf of BRODERBUND LLC.

My commission expires:

Notarial Seal



[Signature]
Notary Public

Schedule A

PATENTS AND PATENT APPLICATIONS

<u>Serial No. or Patent No.</u>	<u>Date</u>	<u>Issue Title</u>	<u>Patent Holder</u>
None	None	None	None

Schedule B

TRADEMARK APPLICATIONS¹

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Schedule B

Ed-vantage Software Inc.

<u>Trademark</u>	<u>Appln. No.</u>	<u>Appln. Date</u>
NONE		

Schedule B

Broderbund Properties LLC

<u>Trademark</u>	<u>Appln. No.</u>	<u>Appln. Date</u>
EXPRESSIT	76/179,286	12/4/00
EXPRESSIT & Design	76/179,288	12/4/00

Schedule B

TLC Productivity Properties LLC

<u>Trademark</u>	<u>Appln. No.</u>	<u>Appln. Date</u>
THINK IT. PRINT IT.	75/275,737	9/24/02

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B-6

ffny02\longha\390648.3

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READER RABBIT'S KINDERGARTEN	2,194,347	10/6/98
READER RABBIT'S PRESCHOOL	2,191,555	9/22/98
RIVERDEEP	2,605,772	8/6/02
RIVERDEEP	2,400,552	10/31/00
RIVERDEEP INTERACTIVE LEARNING	2,469,585	7/17/01

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<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
RIVERDEEP INTERACTIVE LEARNING	2,465,682	7/3/01
RIVERDEEP Logo	2,452,885	5/22/01
RIVERDEEP Logo	2,508,894	11/20/01
SAFEFILTER ²	2618591	9/10/02
SAMMY'S SCIENCE HOUSE	1,929,707	10/24/95
SCREENPLAY	2,014,817	11/12/96
SKILLS BANK	1,732,691	11/17/92
SKY ISLAND MYSTERIES	2,238,506	4/13/99
SMARTSTUFF	1,939,206	12/5/95
STANLEY'S STICKER STORIES	2,078,912	7/15/97
STORYBOOK WEAVER	1,769,401	5/4/93
STRATEGY CHALLENGES	2,123,628	12/23/97
SUPER SECRET SCIENCE STATION	2,223,894	2/16/99
SUPER SOLVERS	1,872,342	1/10/95
THE AMAZING WRITING MACHINE	1,969,945	4/23/96
THE AMAZON TRAIL	1,850,384	8/16/94
THE CLUEFINDERS	2,286,308	10/12/99
THE LEARNING COMPANY	1,347,323	7/9/85
THE OREGON TRAIL	1,771,617	5/18/93
THEMEWEAVERS	2,651,018	11/19/02
THINKIN' SCIENCE	2,218,427	1/19/99
THINKIN' THINGS	1,934,358	11/7/95
THINKIN' THINGS and Design	1,932,617	11/7/95

² The parties hereto acknowledge that, according to the records at the U.S. Patent and Trademark Office, this Trademark may be subject to a security interest in favor of Bank of America, N.A. The parties further acknowledge that Section 3.02(c) of the Security Agreement is not breached thereby because UCC lien searches do not evidence any security interest in favor of Bank of America, N.A. related to property owned by Riverdeep Interactive Learning Limited.

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<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
TLC & Design	2,200,440	10/27/98
TLC THE LEARNING COMPANY & Design	2,364,846	4/4/00
TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE & DESIGN	2,322,090	2/22/00
TOUCHFREE	2,470,715	7/17/01
TOUCHWINDOW	1,479,442	3/8/88
TRAVEL THE WORLD	2,280,183	9/21/99
TREASURE COVE!	1,818,409	1/25/94
TREASURE MATHSTORM!	1,832,011	4/19/94
TREASURE MOUNTAIN!	1,854,540	9/20/94
TRUDY'S TIME & PLACE HOUSE	2,062,744	5/20/97
TRUE NETWORK VERSIONS	2,302,982	12/21/99
ULTIMATE WRITING & CREATIVITY CENTER	2,077,963	7/8/97
VIRTUAL MANIPULATIVES	2,178,726	8/4/98
WHERE IN THE U.S.A. IS CARMEN SANDIEGO?	1,483,655	4/5/88
WHERE IN THE WORLD IS CARMEN SAN DIEGO?	2,221,220	2/2/99
WHERE IN THE WORLD IS CARMEN SANDIEGO?	1,383,516	2/18/86
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,163,949	6/9/98
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,087,438	8/12/97

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<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,213,937	12/29/98
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2,223,676	2/16/99
WHERE IN THE WORLD IS CARMEN SANDIEGO? JUNIOR DETECTIVE EDITION	1,963,054	3/19/96
WHERE IN TIME IS CARMEN SANDIEGO?	2,135,018	2/3/98
WHERE IN TIME IS CARMEN SANDIEGO?	1,606,525	3/20/01
WORD MUNCHERS	2,244,406	5/11/99
WORDS AROUND ME	2,025,822	2/25/96
ZOO ZILLIONS	2,145,266	3/17/98

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RiverDeep Group PLC

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
VIRTUALTALK	2506080	11/13/01

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Broderbund Properties LLC

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
3D HOME ARCHITECT	1,862,392	11/15/94
3D HOME INTERIORS	2,369,668	7/25/00
ATOMIC CLOCK	2,074,600	6/24/97
BODYWORKS	1,729,084	11/3/92
BRODERBUND	2,618,094	9/10/02
BRODERBUND SOFTWARE	1,306,829	11/27/84
CLICKART	1,316,792	1/29/85
CLICKART Design ("George" Logo)	2,176,867	7/28/98
COMPLETE LEGAL COLLECTION	2,110,105	10/28/97
COMPTON'S	1,771,187	5/18/93
EXPLORERS OF THE NEW WORLD	2,185,172	8/25/98
EXPRESSIT TECHNOLOGY	2,500,429	10/23/01
FAMILY LAWYER	2,039,432	2/18/97
GIZMOS & GADGETS!	1,865,655	12/6/94
KID PIX	1,810,528	12/14/93
KNOWLEDGE MUNCHERS	2,358,182	6/13/00
LIVING BOOKS	1,796,822	10/5/93
LIVING BOOKS & DESIGN	2,011,414	10/29/96
MATH MUNCHERS	2,245,681	5/18/99
MECC	1,807,176	11/30/93
MEGA MUNCHERS	2,327,197	3/7/00
NUMBER MUNCHERS	2,233,137	3/23/99
PHOTOFINISH	1,723,477	10/13/92

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<u>Trademark</u>	<u>Req. No.</u>	<u>Req. Date</u>
POWERED BY BRODER-BUND'S EXPRESSIT TECHNOLOGY & Design	2,500,430	10/23/01
PRINTMASTER	2,111,762	11/11/97
THE COMPLETE REFERENCE COLLECTION	2,273,150	8/24/99
THE PRINT SHOP	1,395,538	6/3/86
THINK QUICK!	1,536,268	4/25/89
SPIRITUAL EXPRESSIONS	2,366,829	7/11/00
VIRTUAL MAKEOVER	2,388,081	9/19/00
VIRUCIDE	1,665,430	11/19/91

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Broderbund Software, Inc.

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
NONE		

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Ed-Vantage Software, Inc.

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
THE EDITORS DESK and Design	2,676,400	1/21/03
WRITE FOR YOUR LIFE and Design	2,671,124	1/7/03

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TLC Productivity Properties LLC

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
COMPTON'S HOME LIBRARY	2,242,369	5/4/99
COMPTON'S INTERACTIVE ENCYCLOPEDIA	2,278,656	9/21/99
KID PIX STUDIO & DESIGN	1,985,192	7/9/96
PRINT SHOP DELUXE	1,808,392	11/30/93
THE PRINT SHOP ESSENTIALS	2,414,416	12/19/00