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1/12/07

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Security Agreement	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Riverdeep Interactive Learning Ltd.		12/21/2006	CORPORATION: IRELAND
Houghton Mifflin Company		12/21/2006	CORPORATION: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Credit Suisse, Cayman Islands Branch, as Administrative Agent		
Street Address:	11 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	Bank:		
PROPERTY NUMBERS Total: 350			
Property Type	Number	Word Mark	
Registration Number:	2630459	SOLUTIONS FOR LITERACY AND LANGUAGE	
Registration Number:	2970644	CONCENTRATE ON!	

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Registration Number:	2065894	DESTINATION: TIME TRIP, USA
Registration Number:	2057833	IMAGINATION EXPRESS
Registration Number:	1932617	THINKIN' THINGS
Registration Number:	2159221	READER RABBIT'S READING DEVELOPMENT LIBRARY
Serial Number:	78668120	CURIOUS GEORGE
Serial Number:	76645272	QELI
Serial Number:	76642911	GREAT SOURCE PROGRESS PLUS
Serial Number:	76641833	WJ III DIAGNOSTIC READING BATTERY
Serial Number:	76633501	THE 100 WORDS
Serial Number:	78616888	LIVING BOOKS
Serial Number:	78357953	RIVERDEEP LEARNING VILLAGE
Serial Number:	76570985	DESTINATION TEACH

CORRESPONDENCE DATA

Fax Number: (866)459-2899
 Correspondence will be sent via *US Mail when the fax attempt is unsuccessful.*
 Phone: 202-783-2700
 Email: Oleh.Hereliuk@federalresearch.com
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 Address Line 2: attn: Oleh Hereliuk
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:

375235

NAME OF SUBMITTER:

Oleh Hereliuk

Signature:

/oh/

Date:

01/04/2007

Total Attachments: 46
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Registration Number:	2637359	EAROBICS
Registration Number:	3161467	WOODCOCK-MUÑOZ LANGUAGE SURVEY
Registration Number:	3131805	BATERIA III WOODCOCK-MUÑOZ
Registration Number:	3144043	QUALLS EARLY LEARNING INVENTORY
Registration Number:	3144042	QUALLS EARLY LEARNING INVENTORY
Registration Number:	3125501	DAR DIAGNOSTIC ASSESSMENTS OF READING
Registration Number:	3170450	WJ III DIAGNOSTIC READING BATTERY
Registration Number:	3131741	BATERIA III
Registration Number:	3084287	ACCESS BUILDING LITERACY THROUGH LEARNING
Registration Number:	3072642	GREAT SOURCE READING ADVANTAGE
Registration Number:	3113529	GREAT SOURCE READING ADVANTAGE
Registration Number:	3118881	A2L
Registration Number:	3062003	THE 100 WORDS
Registration Number:	3052876	EARLY SUCCESS
Registration Number:	3033906	WRITE SOURCE
Registration Number:	3081315	LARSON LEARNING
Registration Number:	3025499	FIVE LITTLE MONKEYS
Registration Number:	2908088	GEOLOGYLINK
Registration Number:	2964654	IOWA TESTS OF EDUCATIONAL DEVELOPMENT
Registration Number:	2919657	GRAPHIA
Registration Number:	2919654	GRAPHIA

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Registration Number:	2838196	MORE THAN JUST TEACHING TO THE TEST
Registration Number:	2939148	BEAR BASIC EARLY ASSESSMENT OF READING COMPUTER-ADMINISTERED
Registration Number:	2816661	INSIDE WRITING
Registration Number:	2766610	LOGRAMOS
Registration Number:	2854618	WRITE TRAITS
Registration Number:	2734492	READ UP!
Registration Number:	2740044	READ UP!
Registration Number:	2889783	
Registration Number:	2851609	TUTOR PLACE
Registration Number:	3066293	P
Registration Number:	2719172	GEOMETREATS
Registration Number:	2752362	MATH TRIPS
Registration Number:	2711266	LEARNER PROFILE
Registration Number:	2719067	SCHOOL DIRECT
Registration Number:	2677781	CALABASH
Registration Number:	2699982	CALABASH
Registration Number:	2677699	CALABASH PROFESSIONAL LEARNING SYSTEMS
Registration Number:	2677696	CALABASH
Registration Number:	2677695	CALABASH
Registration Number:	2820289	SCANEXPRESS
Registration Number:	2770050	REPORTEXPRESS

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Registration Number:	2662865	MEASURING LESS WOULD BE UNBEARABLE
Registration Number:	2674598	AIM HIGHER
Registration Number:	2612696	CLASSWELL
Registration Number:	2765159	HM MATHSPACE
Registration Number:	2725551	HM MATHSPACE
Registration Number:	2769881	HM MATHSPACE
Registration Number:	2595962	SCIENCESAURUS
Registration Number:	2769779	BEAR
Registration Number:	2946363	BEAR BASIC EARLY ASSESSMENT OF READING
Registration Number:	2605875	BEAR
Registration Number:	2605874	BEAR
Registration Number:	2828276	BEAR
Registration Number:	2756951	BEAR BASIC EARLY ASSESSMENT OF READING
Registration Number:	2588017	CURIOUS GEORGE
Registration Number:	2668121	AIM HIGHER
Registration Number:	2743316	KAUFMAN FOCUS GUIDES
Registration Number:	2685407	ASSESS2LEARN
Registration Number:	2847929	ASSESS2LEARN
Registration Number:	3123903	ASSESS2KNOW
Registration Number:	2834877	ASSESS2LEARN
Registration Number:	2685403	ASSESS2LEARN

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Registration Number:	2617098	ASSESS2KNOW
Registration Number:	2630457	ASSESS2
Registration Number:	2586557	LOGRAMOS
Registration Number:	2589754	HMCLASSPREP
Registration Number:	2678779	LAHASKA PRESS
Registration Number:	2618796	EAROBICS LITERACY LAUNCH
Registration Number:	2581317	EAROBICS
Registration Number:	2570968	MIKE MULLIGAN AND HIS STEAM SHOVEL
Registration Number:	2570959	MIKE MULLIGAN AND HIS STEAM SHOVEL
Registration Number:	2570958	MIKE MULLIGAN AND HIS STEAM SHOVEL
Registration Number:	2569455	MIKE MULLIGAN AND HIS STEAM SHOVEL
Registration Number:	2931060	GAMEGOO
Registration Number:	2681631	THE BEST AMERICAN SERIES
Registration Number:	2681630	THE BEST AMERICAN SERIES
Registration Number:	2549134	THE IOWA TESTS
Registration Number:	2549130	THE IOWA TESTS
Registration Number:	2528576	CLASSWELL LEARNING GROUP
Registration Number:	2438599	GMRT
Registration Number:	2444444	GATES-MACGINITIE READING TESTS
Registration Number:	2444443	GATES-MACGINITIE READING TESTS
Registration Number:	2528574	CLASSWELL

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Registration Number:	2767185	CLASSWELL
Registration Number:	2652381	LEARNING MILESTONES
Registration Number:	2672669	SKILLSTUTOR
Registration Number:	2428500	WE BUILD BETTER READERS
Registration Number:	2492191	EAROBICS BUILDS BETTER READERS
Registration Number:	2579757	SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY
Registration Number:	2493546	CURIOUS GEORGE
Registration Number:	2376199	CURIOUS GEORGE
Registration Number:	3365348	
Registration Number:	2530620	EAROBICS BUILDS BETTER READERS
Registration Number:	2537250	EAROBICS BUILDS BETTER READERS
Registration Number:	2497860	THE BEST AMERICAN ESSAYS
Registration Number:	2511833	THE BEST AMERICAN SHORT STORIES
Registration Number:	2613182	WE BUILD BETTER READERS
Registration Number:	2621891	WE BUILD BETTER READERS
Registration Number:	2425229	POPEARNING
Registration Number:	2640297	LAHASKA PRESS
Registration Number:	2474488	SUMMER SUCCESS
Registration Number:	2474487	SUMMER SUCCESS
Registration Number:	2465297	PSYCHABILITIES
Registration Number:	2613763	SOLUTIONS FOR LITERACY AND LANGUAGE

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Registration Number:	2541880	GEOLOGYLINK
Registration Number:	2465295	PSYCHABILITIES
Registration Number:	2364704	COMPUSCORE
Registration Number:	2401884	THE NAME THE EXPERTS TRUST
Registration Number:	2489998	ACTNOW!
Registration Number:	2434289	VISUAL GRAMMAR
Registration Number:	2402896	CREATING AMERICA
Registration Number:	2468339	NJPASS
Registration Number:	2800571	SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY
Registration Number:	2458193	WJ III
Registration Number:	2456103	WJ-III
Registration Number:	2458192	WJ III
Registration Number:	2458191	WJ III
Registration Number:	2474067	LANGUAGE NETWORK
Registration Number:	2405223	PETERSON MULTIMEDIA GUIDES
Registration Number:	2407034	LANGUAGE NETWORK
Registration Number:	2285490	HOUGHTON MIFFLIN
Registration Number:	2363237	CLASSZONE
Registration Number:	2289050	
Registration Number:	2373830	NEXTEXT
Registration Number:	2386341	NEXTEXT

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Registration Number:	2274488	THE WRITE TRAITS
Registration Number:	2400685	HMICHEM
Registration Number:	2274468	WRITE TRAITS
Registration Number:	2402565	HMICHEM
Registration Number:	2498661	CURIOUS GEORGE
Registration Number:	2421846	CURIOUS GEORGE
Registration Number:	2406887	CURIOUS GEORGE
Registration Number:	2404644	CURIOUS GEORGE
Registration Number:	2409189	CURIOUS GEORGE
Registration Number:	2363138	CURIOUS GEORGE
Registration Number:	2404643	CURIOUS GEORGE
Registration Number:	2267215	EDUSPACE
Registration Number:	2267214	HOUGHTON MIFFLIN EDUSPACE
Registration Number:	2264955	WACKY WEB TALES
Registration Number:	2300905	SPELLER COASTER!
Registration Number:	2358372	DATA PLACE
Registration Number:	2253328	RLSS
Registration Number:	2300715	SPELLING SPREE
Registration Number:	2265726	UNIT UNIVERSAL NONVERBAL INTELLIGENCE TEST
Registration Number:	2265725	UNIT
Registration Number:	2140707	HOUGHTON MIFFLIN EDUCATION PLACE

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Registration Number:	2140700	EDUCATION PLACE
Registration Number:	2132119	HOUGHTON MIFFLIN SCHOOL DIRECT
Registration Number:	2159564	NEW WAYS TO KNOW
Registration Number:	2081479	EVERY DAY COUNTS
Registration Number:	2063454	BIBLIOBASE
Registration Number:	2209397	NEW WAYS TO KNOW
Registration Number:	2131062	GREAT SOURCE
Registration Number:	2124230	NEW WAYS TO KNOW
Registration Number:	2065921	GREAT SOURCE
Registration Number:	2133119	GREAT SOURCE
Registration Number:	2067972	PETERSON FLASHGUIDES
Registration Number:	2070757	FLASHGUIDE
Registration Number:	2080116	KEYTAB
Registration Number:	2060454	BIBLIOBASE
Registration Number:	1960350	MCDUGAL LITTELL
Registration Number:	2007016	GREAT START
Registration Number:	2074846	CURIOUS GEORGE
Registration Number:	1959913	GLOBALEARN
Registration Number:	2155103	CURIOUS GEORGE
Registration Number:	2281854	CURIOUS GEORGE
Registration Number:	1955517	EDUSOFT

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Registration Number:	1803155	WJ-R
Registration Number:	1801920	WOODCOCK-JOHNSON
Registration Number:	1718054	DARTTS DIAGNOSTIC ASSESSMENTS OF READING WITH TRIAL TEACHING STRATEGIES
Registration Number:	1696070	
Registration Number:	1708124	DARTTS
Registration Number:	1700276	HOUGHTON MIFFLIN
Registration Number:	1702915	THE COMPUTER LEARNING WORKS INC
Registration Number:	1697568	PETERSON FIELD GUIDES
Registration Number:	1697567	PETERSON FIRST GUIDES
Registration Number:	1691439	PETERSON FIELD GUIDE SERIES
Registration Number:	1619232	TEST ALERT
Registration Number:	1579602	RIVERSIDE SCORING SERVICE
Registration Number:	1563337	NPSS
Registration Number:	1540301	GIS
Registration Number:	1536377	GIS
Registration Number:	1560818	TAYLOR'S GUIDE
Registration Number:	1496736	ITED
Registration Number:	1516069	IOWA TESTS OF EDUCATIONAL DEVELOPMENT
Registration Number:	1492201	COGAT
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Registration Number:	1517921	IOWA TESTS OF BASIC SKILLS

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Registration Number:	1440497	CURIOUS GEORGE
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Registration Number:	1378958	
Registration Number:	1292195	CURIOUS GEORGE
Registration Number:	1198662	BENDER
Registration Number:	1106063	H HEATH
Registration Number:	917233	HEATH
Registration Number:	937608	PHONICS WE USE
Registration Number:	767596	RIVERSIDE
Registration Number:	2078845	ACTIVE MIND SERIES
Registration Number:	2871322	ADVENTURE WORKSHOP
Registration Number:	2449929	ALL AROUND FRIPPLETOWN
Registration Number:	2304825	AN OCEAN ADVENTURE
Registration Number:	2136232	ASTRO ALGEBRA
Registration Number:	2899234	ATOMIC CLOCK
Registration Number:	2074600	ATOMIC CLOCK
Registration Number:	1904381	BAILEY'S BOOK HOUSE
Registration Number:	1834422	BAILEY'S BOOK HOUSE
Registration Number:	1729084	BODYWORKS
Registration Number:	2363016	BRAIN BYTES

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Registration Number:	2618094	BRODERBUND
Registration Number:	2127794	CALCULATING CREW
Registration Number:	2007255	CARMEN SANDIEGO JUNIOR DETECTIVE EDITION
Registration Number:	2304536	CARMEN SANDIEGO WORD DETECTIVE
Registration Number:	2145268	CARNIVAL COUNTDOWN
Registration Number:	1316792	CLICKART
Registration Number:	2176867	
Registration Number:	1771187	COMPTON'S
Registration Number:	2578138	DESTINATION MATH
Registration Number:	2554481	DESTINATION MATH
Registration Number:	2836863	DESTINATION READING
Registration Number:	3002413	DESTINATION SUCCESS
Registration Number:	2448059	DLIT
Registration Number:	2487878	DLIT
Registration Number:	2435510	
Registration Number:	2402359	
Registration Number:	2487877	
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Registration Number:	2252796	E EDMARK IGNITE THE CURIOUS MIND
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Registration Number:	2470749	ELANGUAGE
Registration Number:	2039432	FAMILY LAWYER
Registration Number:	1926732	FOOLPROOF
Registration Number:	2571790	FRIPPLETOWN
Registration Number:	2466413	GALACTIC BRAIN BENDERS
Registration Number:	2286115	GRADE BUILDER
Registration Number:	1810528	KID PIX
Registration Number:	2358182	KNOWLEDGE MUNCHERS
Registration Number:	2448326	LEARNINGBUDDIES
Registration Number:	2694218	LEARNING NEEDS
Registration Number:	2349234	LET'S GO READ!
Registration Number:	1796822	LIVING BOOKS
Registration Number:	1882881	LOGAL
Registration Number:	2551916	LOGAL SIMLIBRARY
Registration Number:	1991609	MARLU
Registration Number:	2245681	MATH MUNCHERS
Registration Number:	2070388	MAVIS BEACON

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Registration Number:	1503670	MAVIS BEACON TEACHES TYPING!
Registration Number:	2870225	MAVIS BEACON TEACHES TYPING!
Registration Number:	2327197	MEGA MUNCHERS
Registration Number:	2096700	MIGHTY MATH
Registration Number:	2960499	MIGHTY MATH
Registration Number:	2187757	MILLIE & BAILEY
Registration Number:	1784693	MILLIE'S MATH HOUSE
Registration Number:	2819012	MIND POWER
Registration Number:	2470384	MINDTWISTER MATH
Registration Number:	2551764	MYWAVE
Registration Number:	2463867	NOW, THE BEST SCHOOL CAN BE EVERYWHERE
Registration Number:	2099000	NUMBER HEROES
Registration Number:	1928742	ORANGA BANGA
Registration Number:	1616866	OUTNUMBERED!
Registration Number:	2445419	PIONEER ADVENTURES
Registration Number:	2276281	PRACTICE MAKES PERFECT
Registration Number:	2111762	PRINTMASTER
Registration Number:	2998655	READER RABBIT
Registration Number:	1430966	READER RABBIT
Registration Number:	2194347	READER RABBIT'S KINDERGARTEN
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Registration Number:	2191554	READER RABBIT'S TODDLER
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Registration Number:	2465682	RIVERDEEP INTERACTIVE LEARNING
Registration Number:	2469585	RIVERDEEP INTERACTIVE LEARNING
Registration Number:	2896181	RIVERDEEP LEARNING VILLAGE
Registration Number:	3003689	RIVERDEEP LEARNING VILLAGE
Registration Number:	3130458	RIVERDEEP LEARNING VILLAGE
Registration Number:	2618591	SAFEFILTER
Registration Number:	1929707	SAMMY'S SCIENCE HOUSE
Registration Number:	1732691	SKILLS BANK
Registration Number:	2238506	SKY ISLAND MYSTERIES
Registration Number:	1939206	SMARTSTUFF
Registration Number:	2366829	SPIRITUAL EXPRESSIONS
Registration Number:	2078912	STANLEY'S STICKER STORIES
Registration Number:	2794386	STARFLYERS
Registration Number:	2919346	STARFLYERS
Registration Number:	1769401	STORYBOOK WEAVER
Registration Number:	1969945	THE AMAZING WRITING MACHINE

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Registration Number:	1850384	THE AMAZON TRAIL
Registration Number:	2286308	THE CLUEFINDERS
Registration Number:	2273150	THE COMPLETE REFERENCE COLLECTION
Registration Number:	2676400	THE EDITOR'S DESK
Registration Number:	1347323	THE LEARNING COMPANY
Registration Number:	1771617	THE OREGON TRAIL
Registration Number:	1395538	THE PRINT SHOP
Registration Number:	2414416	THE PRINT SHOP ESSENTIALS
Registration Number:	2769398	THE WRITING TREK
Registration Number:	2651018	THEMEWEAVERS
Registration Number:	2622525	THINK IT. PRINT IT.
Registration Number:	1934358	THINKIN' THINGS
Registration Number:	2200440	TLC
Registration Number:	2364846	TLC THE LEARNING COMPANY
Registration Number:	2322090	TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE
Registration Number:	2470715	TOUCHFREE
Registration Number:	1479442	TOUCHWINDOW
Registration Number:	2280183	TRAVEL THE WORLD
Registration Number:	1818409	TREASURE COVE!
Registration Number:	1832011	TREASURE MATHSTORM!
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Registration Number:	2245677	TRIVIA MUNCHERS
Registration Number:	2062744	TRUDY'S TIME & PLACE HOUSE
Registration Number:	2302982	TRUE NETWORK VERSIONS
Registration Number:	2077963	ULTIMATE WRITING & CREATIVITY CENTER
Registration Number:	2388081	VIRTUAL MAKEOVER
Registration Number:	2506080	VIRTUALTALK
Registration Number:	1665430	VIRUCIDE
Registration Number:	1483655	WHERE IN THE U.S.A. IS CARMEN SANDIEGO?
Registration Number:	2223676	WHERE IN THE WORLD IS CARMEN SANDIEGO?
Registration Number:	1383516	WHERE IN THE WORLD IS CARMEN SANDIEGO?
Registration Number:	1606525	WHERE IN TIME IS CARMEN SANDIEGO?
Registration Number:	2244406	WORD MUNCHERS
Registration Number:	2025822	WORDS AROUND ME
Registration Number:	2671124	WRITE FOR YOUR LIFE
Registration Number:	3047173	ZAP!
Registration Number:	2145266	ZOO ZILLIONS
Registration Number:	2041387	LOGICAL JOURNEY OF THE ZOOMBINIS
Registration Number:	2827165	ZOOMBINIS
Registration Number:	2888786	LEARNING COMPANY BOOKS
Registration Number:	2827166	ZOOMBINIS
Registration Number:	2531743	

EXECUTION COPY

TRADEMARK SECURITY AGREEMENT, dated as of December 21, 2006, among RIVERDEEP INTERACTIVE LEARNING LTD. ("*Holdings*"), RIVERDEEP INTERACTIVE LEARNING USA, INC. (the "*Borrower*"), HOUGHTON MIFFLIN COMPANY, a Massachusetts corporation ("*HM Company*") and, together with Holdings, the "*Grantors*") and CREDIT SUISSE, CAYMAN ISLANDS BRANCH, as Administrative Agent (the "*Administrative Agent*").

Reference is made to the Guarantee and Collateral Agreement dated as of December 21, 2006 (as amended, supplemented or otherwise modified from time to time, the "*Security Agreement*"), among Holdings, the Borrower, the Lenders party thereto and the Administrative Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement dated as of December 21, 2006 (as amended, supplemented or otherwise modified from time to time (the "*Credit Agreement*")). The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. Holdings and the Grantors are affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. *Terms.* Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.01(b) of the Security Agreement also apply to this Agreement.

SECTION 2. *Grant of Security Interest.* As security for the payment or performance, as the case may be, in full of the Obligations (and, to the extent provided in Section 7.02(b) of the Security Agreement, the HM 7.20% Notes Obligations), each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties (and, to the extent provided in Section 7.02(b) of the Security Agreement, the HM 7.20% Noteholders), a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "*Trademark Collateral*"):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United

[[2665521]]

States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule I (the "*Trademarks*");

(b) all goodwill associated with or symbolized by the Trademarks; and

(c) all assets, rights and interests that uniquely reflect or embody the Trademarks.

SECTION 3. *Security Agreement.* The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

[[2665521]]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

SIGNED for on behalf of

RIVERDEEP INTERACTIVE LEARNING LTD.,

by [Signature]
Name:
Title:

Witnessed:
[Signature]
Name: J. DIROZARIO
Title: MISS
Occupation: SECRETARY


RIVERDEEP INTERACTIVE LEARNING USA, INC.,

by [Signature]
Name:
Title:

1126645211

HOUGHTON MIFFLIN COMPANY.,

by


Name: Joseph P. Fargnoli
Title: Treasurer

1024432111

**CREDIT SUISSE, CAYMAN ISLANDS
BRANCH, as Administrative Agent,**

by


Name: **JUDITH E. SMITH**
Title: **DIRECTOR**

by


Name: **DOREEN BARR**
Title: **VICE PRESIDENT**

(244911)

TRADEMARK/TRADE NAMES

HOUGHTON MIFFLIN COMPANY

US	CLASSWELL and Design		2,612,696/ 08/27/02	HOUGHTON MIFFLIN COMPANY
US	CLASSWELL LEARNING GROUP		2,528,576/ 01/08/02	HOUGHTON MIFFLIN COMPANY
US	CLASSWELL		2,528,574/ 01/08/02	HOUGHTON MIFFLIN COMPANY
US	CLASSWELL		2,767,185/ 09/23/03	HOUGHTON MIFFLIN COMPANY
US	GLOBAL EARN		1,959,913/ 03/05/96	HOUGHTON MIFFLIN COMPANY
US	EAROBICS		2,637,359/ 10/15/02	HOUGHTON MIFFLIN COMPANY
US	SOLUTIONS FOR LITERACY AND LANGUAGE		2,630,459/ 10/08/02	HOUGHTON MIFFLIN COMPANY
US	EAROBICS LITERACY LAUNCH		2,618,796 09/10/02	HOUGHTON MIFFLIN COMPANY
US	EAROBICS		2,581,317/ 06/18/02	HOUGHTON MIFFLIN COMPANY

Schedule I to the Short-Form Trademark Security Agreement

US	GAMEGOO		2,931,060/ 03/08/05	HOUGHTON MIFFLIN COMPANY
US	WE BUILD BETTER READERS		2,428,500/ 02/13/01	HOUGHTON MIFFLIN COMPANY
US	EAROBICS BUILDS BETTER READERS		2,492,191/ 09/25/01	HOUGHTON MIFFLIN COMPANY
US	SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY		2,579,757/ 06/11/02	HOUGHTON MIFFLIN COMPANY
US	EAROBICS BUILDS BETTER READERS		2,530,620/ 01/15/02	HOUGHTON MIFFLIN COMPANY
US	EAROBICS BUILDS BETTER READERS		2,537,250/ 02/05/02	HOUGHTON MIFFLIN COMPANY
US	WE BUILD BETTER READERS		2,613,182/ 08/27/02	HOUGHTON MIFFLIN COMPANY
US	WE BUILD BETTER READERS		2,621,891/ 09/17/02	HOUGHTON MIFFLIN COMPANY
US	SOLUTIONS FOR LITERACY AND LANGUAGE		2,613,763/ 09/03/02	HOUGHTON MIFFLIN COMPANY
US	SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY		2,800,571/ 12/30/03	HOUGHTON MIFFLIN COMPANY
US	EDUSOFT		1,955,517/ 02/13/96	HOUGHTON MIFFLIN COMPANY

US	CURIOUS GEORGE Block Letters	78-668,120/ 07/12/05		HOUGHTON MIFFLIN COMPANY
US	CONCENTRATE ON! Block Letters		2,970,644/ 07/19/05	HOUGHTON MIFFLIN COMPANY
US	EAROBICS		2,637,359/ 10/15/02	HOUGHTON MIFFLIN COMPANY
US	WOODCOCK-MUNOZ LANGUAGE SURVEY		3,161,467/ 10/24/06	HOUGHTON MIFFLIN COMPANY
US	BATERIA III WOODCOCK- MUNOZ <BATTERY III WOODCOCK-MUNOZ>		3-131,805/ 08/22/06	HOUGHTON MIFFLIN COMPANY
US	QELI Block Letters	76-645,272/ 08/22/05		HOUGHTON MIFFLIN COMPANY
US	GREAT SOURCE PROGRESS PLUS Block Letters	76-642,911/ 07/15/05		HOUGHTON MIFFLIN COMPANY
US	QUALLS EARLY LEARNING INVENTORY and Design		3,144,043/ 09/19/06	HOUGHTON MIFFLIN COMPANY
US	QUALLS EARLY LEARNING INVENTORY Stylized Letters		3,144,042/ 09/19/06	HOUGHTON MIFFLIN COMPANY
US	DAR DIAGNOSTIC ASSESSMENTS OF READING and Design		3,125,501/ 08/08/06	HOUGHTON MIFFLIN COMPANY

US	WJ III DIAGNOSTIC READING BATTERY and Design		3,170,450/ 11/14/06	HOUGHTON MIFFLIN COMPANY
US	BATERIA III and Design		3,131,741/ 08/22/06	HOUGHTON MIFFLIN COMPANY
US	WJ III DIAGNOSTIC READING BATTERY and Design	76-641,833/ 06/27/05		HOUGHTON MIFFLIN COMPANY
US	ACCESS BUILDING LITERACY THROUGH LEARNING		3,084,287/ 04/25/06	HOUGHTON MIFFLIN COMPANY
US	GREAT SOURCE READING ADVANTAGE		3,072,642/ 03/28/06	HOUGHTON MIFFLIN COMPANY
US	GREAT SOURCE READING ADVANTAGE		3,113,529/ 07/11/06	HOUGHTON MIFFLIN COMPANY
US	A2L Block Letters		3,118,881/ 07/25/06	HOUGHTON MIFFLIN COMPANY
US	THE 100 WORDS and Design		3,062,003/ 02/28/06	HOUGHTON MIFFLIN COMPANY
US	THE 100 WORDS and Design	76-633,501/ 03/15/05		HOUGHTON MIFFLIN COMPANY
US	EARLY SUCCESS		3,052,876/ 01/31/06	HOUGHTON MIFFLIN COMPANY

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US	WRITE SOURCE		3,033,906/ 12/27/05	HOUGHTON MIFFLIN COMPANY
US	LARSON LEARNING		3,081,315/ 04/18/06	HOUGHTON MIFFLIN COMPANY
US	FIVE LITTLE MONKEYS		3,025,499/ 12/13/05	HOUGHTON MIFFLIN COMPANY
US	GEOLOGYLINK		2,908,088/ 12/07/04	HOUGHTON MIFFLIN COMPANY
US	IOWA TESTS OF EDUCATIONAL DEVELOPMENT		2,964,654/ 07/05/05	HOUGHTON MIFFLIN COMPANY
US	GRAPHIA		2,919,657/ 01/18/05	HOUGHTON MIFFLIN COMPANY
US	GRAPHIA and Design		2,919,654/ 01/18/05	HOUGHTON MIFFLIN COMPANY
US	MORE THAN JUST TEACHING TO THE TEST		2,838,196/ 05/04/04	HOUGHTON MIFFLIN COMPANY
US	BEAR BASIC EARLY ASSESSMENT OF READING COMPUTER- ADMINISTERED and Design		2,939,148/ 04/12/05	HOUGHTON MIFFLIN COMPANY
US	INSIDE WRITING		2,816,661/ 02/24/04	HOUGHTON MIFFLIN COMPANY

Schedule I to the Short-Form Trademark Security Agreement

US	LOGRAMOS <WE ACHIEVE, WE SUCCEED> / and Design		2,766,610/ 09/23/03	HOUGHTON MIFFLIN COMPANY
US	WRITE TRAITS		2,854,618/ 06/15/04	HOUGHTON MIFFLIN COMPANY
US	READ UP!		2,734,492/ 07/08/03	HOUGHTON MIFFLIN COMPANY
US	READ UP!		2,740,044/ 07/22/03	HOUGHTON MIFFLIN COMPANY
US	DESIGN ONLY		2,889,783/ 09/28/04	HOUGHTON MIFFLIN COMPANY
US	TUTOR PLACE		2,851,609/ 06/08/04	HOUGHTON MIFFLIN COMPANY
US	P and Design		3,066,293/ 03/07/06	HOUGHTON MIFFLIN COMPANY
US	GEOMETREATS		2,719,172/ 05/27/03	HOUGHTON MIFFLIN COMPANY
US	MATH TRIPS		2,752,362/ 08/19/03	HOUGHTON MIFFLIN COMPANY
US	LEARNER PROFILE		2,711,266/ 04/29/03	HOUGHTON MIFFLIN COMPANY
US	SCHOOL DIRECT		2,719,067/ 05/27/03	HOUGHTON MIFFLIN COMPANY

Schedule I to the Short-Form Trademark Security Agreement

US	CALABASH		2,677,781/ 01/21/03	HOUGHTON MIFFLIN COMPANY
US	CALABASH and Design		2,699,982/ 03/25/03	HOUGHTON MIFFLIN COMPANY
US	CALABASH PROFESSIONAL LEARNING SYSTEMS		2,677,699/ 01/21/03	HOUGHTON MIFFLIN COMPANY
US	CALABASH and Design		2,677,696/ 01/21/03	HOUGHTON MIFFLIN COMPANY
US	CALABASH		2,677,695/ 01/21/03	HOUGHTON MIFFLIN COMPANY
US	SCANEXPRESS		2,820,289/ 03/02/04	HOUGHTON MIFFLIN COMPANY
US	REPORTEXPRESS		2,770,050/ 09/30/03	HOUGHTON MIFFLIN COMPANY
US	MEASURING LESS WOULD BE UNBEARABLE		2,662,865/ 12/17/02	HOUGHTON MIFFLIN COMPANY
US	AIM HIGHER		2,674,598/ 01/14/03	HOUGHTON MIFFLIN COMPANY
US	CLASSWELL and Design		2,612,696/ 08/27/02	HOUGHTON MIFFLIN COMPANY
US	HM MATHSPACE		2,765,159/ 09/16/03	HOUGHTON MIFFLIN COMPANY

Schedule I to the Short-Form Trademark Security Agreement

US	HM MATHSPACE		2,725,551/ 06/10/03	HOUGHTON MIFFLIN COMPANY
US	HM MATHSPACE		2,769,881/ 09/30/03	HOUGHTON MIFFLIN COMPANY
US	SCIENCESAURUS		2,595,962/ 07/16/02	HOUGHTON MIFFLIN COMPANY
US	BEAR		2,769,779/ 09/30/03	HOUGHTON MIFFLIN COMPANY
US	BEAR BASIC EARLY ASSESSMENT OF READING		2,946,363/ 05/03/05	HOUGHTON MIFFLIN COMPANY
US	BEAR		2,605,875/ 08/06/02	HOUGHTON MIFFLIN COMPANY
US	BEAR and Design		2,605,874/ 08/06/02	HOUGHTON MIFFLIN COMPANY
US	BEAR and Design		2,828,276/ 03/30/04	HOUGHTON MIFFLIN COMPANY
US	BEAR BASIC EARLY ASSESSMENT OF READING and Design		2,756,951/ 08/26/03	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE and Design		2,588,017/ 07/02/02	HOUGHTON MIFFLIN COMPANY
US	AIM HIGHER		2,668,121/ 12/31/02	HOUGHTON MIFFLIN COMPANY

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US	KAUFMAN FOCUS GUIDES		2,743,316/ 07/29/03	HOUGHTON MIFFLIN COMPANY
US	ASSESS2LEARN Stylized Letters		2,685,407/ 02/11/03	HOUGHTON MIFFLIN COMPANY
US	ASSESS2LEARN Stylized Letters		2,847,929/ 06/01/04	HOUGHTON MIFFLIN COMPANY
US	ASSESS2KNOW		3,123,903/ 08/01/06	HOUGHTON MIFFLIN COMPANY
US	ASSESS2LEARN		2,834,877/ 04/20/04	HOUGHTON MIFFLIN COMPANY
US	SOLUTIONS FOR LITERACY AND LANGUAGE		2,630,459/ 10/08/02	HOUGHTON MIFFLIN COMPANY
US	ASSESS2LEARN		2,685,403/ 02/11/03	HOUGHTON MIFFLIN COMPANY
US	ASSESS2KNOW		2,617,098/ 09/10/02	HOUGHTON MIFFLIN COMPANY
US	ASSESS2		2,630,457/ 10/08/02	HOUGHTON MIFFLIN COMPANY
US	LOGRAMOS <WE ACHIEVE, WE SUCCEED>		2,586,557/ 06/25/02	HOUGHTON MIFFLIN COMPANY
US	HMCLASSPREP		2,589,754/ 07/02/02	HOUGHTON MIFFLIN COMPANY
US	LAHASKA PRESS <PLACE		2,678,779/	HOUGHTON

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REEL: 003466 FRAME: 0064

Schedule I to the Short-Form Trademark Security Agreement

		OF GREAT WRITINGS and Design		01/21/03	MIFFLIN COMPANY
US		EAROBICS LITERACY LAUNCH		2,618,796/ 09/10/02	HOUGHTON MIFFLIN COMPANY
US		EAROBICS		2,581,317/ 06/18/02	HOUGHTON MIFFLIN COMPANY
US		MIKE MULLIGAN AND HIS STEAM SHOVEL		2,570,968/ 05/21/02	HOUGHTON MIFFLIN COMPANY
US		MIKE MULLIGAN AND HIS STEAM SHOVEL		2,570,959/ 05/21/02	HOUGHTON MIFFLIN COMPANY
US		MIKE MULLIGAN AND HIS STEAM SHOVEL		2,570,958/ 05/21/02	HOUGHTON MIFFLIN COMPANY
US		MIKE MULLIGAN AND HIS STEAM SHOVEL		2,569,455/ 05/14/02	HOUGHTON MIFFLIN COMPANY
US		GAMEGOO		2,931,060/ 03/08/05	HOUGHTON MIFFLIN COMPANY
US		THE BEST AMERICAN SERIES and Design		2,681,631/ 01/28/03	HOUGHTON MIFFLIN COMPANY
US		THE BEST AMERICAN SERIES and Design		2,681,630/ 01/28/03	HOUGHTON MIFFLIN COMPANY
US		THE IOWA TESTS		2,549,134/ 03/19/02	HOUGHTON MIFFLIN COMPANY
US		THE IOWA TESTS and Design		2,549,130/	HOUGHTON

Schedule I to the Short-Form Trademark Security Agreement

					03/19/02	MIFFLIN COMPANY
US	CLASSWELL LEARNING GROUP				2,528,576/ 01/08/02	HOUGHTON MIFFLIN COMPANY
US	GMRT				2,438,599/ 03/27/01	HOUGHTON MIFFLIN COMPANY
US	GATES-MACGINNIE READING TESTS				2,444,444/ 04/17/01	HOUGHTON MIFFLIN COMPANY
US	GATES-MACGINNIE READING TESTS and Design				2,444,443/ 04/17/01	HOUGHTON MIFFLIN COMPANY
US	CLASSWELL				2,528,574/ 01/08/02	HOUGHTON MIFFLIN COMPANY
US	CLASSWELL				2,767,185/ 09/23/03	HOUGHTON MIFFLIN COMPANY
US	LEARNING MILESTONES				2,652,381/ 11/19/02	HOUGHTON MIFFLIN COMPANY
US	SKILLS TUTOR				2,672,669/ 01/07/03	HOUGHTON MIFFLIN COMPANY
US	WE BUILD BETTER READERS				2,428,500/ 02/13/01	HOUGHTON MIFFLIN COMPANY
US	EAROBICS BUILDS BETTER READERS				2,492,191/ 09/25/01	HOUGHTON MIFFLIN COMPANY
US	SOUND FOUNDATIONS FOR LANGUAGE AND				2,579,757/ 06/11/02	HOUGHTON MIFFLIN COMPANY

TRADEMARK

REEL: 003466 FRAME: 0066

Schedule I to the Short-Form Trademark Security Agreement

		LITERACY							
US		CURIOUS GEORGE			2,493,546/ 09/25/01				HOUGHTON MIFFLIN COMPANY
US		CURIOUS GEORGE			2,376,199/ 08/08/00				HOUGHTON MIFFLIN COMPANY
US		CURIOUS GEORGE			3,365,348/ 07/04/00				HOUGHTON MIFFLIN COMPANY
US		EAROBICS BUILDS BETTER READERS			2,530,620/ 01/15/02				HOUGHTON MIFFLIN COMPANY
US		EAROBICS BUILDS BETTER READERS			2,537,250/ 02/05/02				HOUGHTON MIFFLIN COMPANY
US		THE BEST AMERICAN ESSAYS			2,497,860/ 10/16/01				HOUGHTON MIFFLIN COMPANY
US		THE BEST AMERICAN SHORT STORIES			2,511,833/ 11/27/01				HOUGHTON MIFFLIN COMPANY
US		WE BUILD BETTER READERS			2,613,182/ 08/27/02				HOUGHTON MIFFLIN COMPANY
US		WE BUILD BETTER READERS			2,621,891/ 09/17/02				HOUGHTON MIFFLIN COMPANY
US		POPLEARNING			2,425,229/ 01/30/01				HOUGHTON MIFFLIN COMPANY
US		LAHASKA PRESS <PLACE OF GREAT WRITINGS			2,640,297/ 10/22/02				HOUGHTON MIFFLIN COMPANY

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REEL: 003466 FRAME: 0067

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					PRESS>			
US		SUMMER SUCCESS				2,474,488/ 07/31/01		HOUGHTON MIFFLIN COMPANY
US		SUMMER SUCCESS				2,474,487/ 07/31/01		HOUGHTON MIFFLIN COMPANY
US		PSYCHABILITES				2,465,297/ 07/03/01		HOUGHTON MIFFLIN COMPANY
US		SOLUTIONS FOR LITERACY AND LANGUAGE				2,613,763/ 09/03/02		HOUGHTON MIFFLIN COMPANY
US		GEOLOGYLINK				2,541,880/ 02/19/02		HOUGHTON MIFFLIN COMPANY
US		PSYCHABILITES				2,465,295/ 07/03/01		HOUGHTON MIFFLIN COMPANY
US		COMPUSCORE				2,364,704/ 07/04/00		HOUGHTON MIFFLIN COMPANY
US		THE NAME THE EXPERTS TRUST				2,401,884/ 11/07/00		HOUGHTON MIFFLIN COMPANY
US		ACTNOW! and Design				2,489,998/ 09/18/01		HOUGHTON MIFFLIN COMPANY
US		VISUAL GRAMMAR				2,434,289/ 03/06/01		HOUGHTON MIFFLIN COMPANY
US		CREATING AMERICA				2,402,896/ 11/07/00		HOUGHTON MIFFLIN COMPANY

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US	NYPASS		2,468,339/ 07/10/01	HOUGHTON MIFFLIN COMPANY
US	SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY		2,800,571/ 12/30/03	HOUGHTON MIFFLIN COMPANY
US	WJ III and Design		2,458,193/ 06/05/01	HOUGHTON MIFFLIN COMPANY
US	WJ-III		2,456,103/ 05/29/01	HOUGHTON MIFFLIN COMPANY
US	WJ III		2,458,192/ 06/05/01	HOUGHTON MIFFLIN COMPANY
US	WJ III and Design		2,458,191/ 06/05/01	HOUGHTON MIFFLIN COMPANY
US	LANGUAGE NETWORK		2,474,067/ 07/31/01	HOUGHTON MIFFLIN COMPANY
US	PETERSON MULTIMEDIA GUIDES		2,405,223/ 11/21/00	HOUGHTON MIFFLIN COMPANY
US	LANGUAGE NETWORK		2,407,034/ 11/21/00	HOUGHTON MIFFLIN COMPANY
US	HOUGHTON MIFFLIN		2,285,490/ 10/12/99	HOUGHTON MIFFLIN COMPANY
US	CLASSZONE		2,363,237/ 06/27/00	HOUGHTON MIFFLIN COMPANY

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US	DESIGN ONLY		2,289,050/ 10/26/99	HOUGHTON MIFFLIN COMPANY
US	NEXTTEXT		2,373,830/ 08/01/00	HOUGHTON MIFFLIN COMPANY
US	NEXTTEXT		2,386,341/ 09/12/00	HOUGHTON MIFFLIN COMPANY
US	THE WRITE TRAITS		2,274,488/ 08/31/99	HOUGHTON MIFFLIN COMPANY
US	HMICHEM		2,400,685/ 10/31/00	HOUGHTON MIFFLIN COMPANY
US	WRITE TRAITS		2,274,468/ 08/31/99	HOUGHTON MIFFLIN COMPANY
US	HMICHEM		2,402,565/ 11/07/00	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE		2,498,661/ 10/16/01	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE		2,421,846/ 01/16/01	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE		2,406,887/ 11/21/00	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE		2,404,644/ 11/14/00	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE		2,409,189/	HOUGHTON

Schedule I to the Short-Form Trademark Security Agreement

						11/28/00	MIFFLIN COMPANY
US	CURIOUS GEORGE					2,363,138/ 06/27/00	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE					2,404,643/ 11/14/00	HOUGHTON MIFFLIN COMPANY
US	EDUSPACE					2,267,215/ 08/03/99	HOUGHTON MIFFLIN COMPANY
US	HOUGHTON MIFFLIN EDUSPACE					2,267,214/ 08/03/99	HOUGHTON MIFFLIN COMPANY
US	WACKY WEB TALES					2,264,955/ 07/27/99	HOUGHTON MIFFLIN COMPANY
US	SPELLER COASTER!					2,300,905/ 12/14/99	HOUGHTON MIFFLIN COMPANY
US	DATA PLACE					2,358,372/ 06/13/00	HOUGHTON MIFFLIN COMPANY
US	RLSS					2,253,328/ 06/15/99	HOUGHTON MIFFLIN COMPANY
US	SPELLING SPREE					2,300,715/ 12/14/99	HOUGHTON MIFFLIN COMPANY
US	UNIT UNIVERSAL NONVERBAL INTELLIGENCE TEST and Design					2,265,726/ 07/27/99	HOUGHTON MIFFLIN COMPANY

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US	UNIT and Design		2,265,725/ 07/27/99	HOUGHTON MIFFLIN COMPANY
US	HOUGHTON MIFFLIN EDUCATION PLACE		2,140,707/ 03/03/98	HOUGHTON MIFFLIN COMPANY
US	EDUCATION PLACE		2,140,700/ 03/03/98	HOUGHTON MIFFLIN COMPANY
US	HOUGHTON MIFFLIN SCHOOL DIRECT		2,132,119/ 01/27/98	HOUGHTON MIFFLIN COMPANY
US	NEW WAYS TO KNOW		2,159,564/ 05/19/98	HOUGHTON MIFFLIN COMPANY
US	EVERY DAY COUNTS		2,081,479/ 07/22/97	HOUGHTON MIFFLIN COMPANY
US	BIBLIOBASE		2,063,454/ 05/20/97	HOUGHTON MIFFLIN COMPANY
US	NEW WAYS TO KNOW		2,209,397/ 12/08/98	HOUGHTON MIFFLIN COMPANY
US	GREAT SOURCE		2,131,062/ 01/20/98	HOUGHTON MIFFLIN COMPANY
US	NEW WAYS TO KNOW		2,124,230/ 12/23/97	HOUGHTON MIFFLIN COMPANY
US	GREAT SOURCE		2,065,921/ 05/27/97	HOUGHTON MIFFLIN COMPANY
US	GREAT SOURCE		2,133,119/ 05/27/97	HOUGHTON MIFFLIN COMPANY

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					01/27/98	MIFFLIN COMPANY
US	PETERSON FLASHGUIDES				2,067,972/ 06/03/97	HOUGHTON MIFFLIN COMPANY
US	FLASHGUIDE				2,070,757/ 06/10/97	HOUGHTON MIFFLIN COMPANY
US	KEY TAB				2,080,116/ 07/15/97	HOUGHTON MIFFLIN COMPANY
US	BIBLIOBASE				2,060,454/ 05/13/97	HOUGHTON MIFFLIN COMPANY
US	MCDUGAL LITTELL				1,960,350/ 03/05/96	HOUGHTON MIFFLIN COMPANY
US	GREAT START				2,007,016/ 10/08/96	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE				2,074,846/ 07/01/97	HOUGHTON MIFFLIN COMPANY
US	GLOBAL EARN				1,959,913/ 03/05/96	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE				2,155,103/ 05/05/98	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE				2,281,854/ 09/28/99	HOUGHTON MIFFLIN COMPANY
US	EDUSOFT				1,955,517/ 02/13/96	HOUGHTON MIFFLIN COMPANY

TRADEMARK

REEL: 003466 FRAME: 0073

Schedule I to the Short-Form Trademark Security Agreement

US	WJ-R		1,803,155/ 11/09/93	HOUGHTON MIFFLIN COMPANY
US	WOODCOCK-JOHNSON		1,801,920/ 11/02/93	HOUGHTON MIFFLIN COMPANY
US	DARTTS DIAGNOSTIC ASSESSMENTS OF READING WITH TRIAL TEACHING STRATEGIES and Design		1,718,054/ 09/22/92	HOUGHTON MIFFLIN COMPANY
US	DESIGN ONLY		1,696,070/ 06/23/92	HOUGHTON MIFFLIN COMPANY
US	DARTTS		1,708,124/ 08/18/92	HOUGHTON MIFFLIN COMPANY
US	HOUGHTON MIFFLIN		1,700,276/ 07/14/92	HOUGHTON MIFFLIN COMPANY
US	THE COMPUTER LEARNING WORKS INC and Design		1,702,915/ 07/28/92	HOUGHTON MIFFLIN COMPANY
US	PETERSON FIELD GUIDES		1,697,568/ 06/30/92	HOUGHTON MIFFLIN COMPANY
US	PETERSON FIRST GUIDES		1,697,567/ 06/30/92	HOUGHTON MIFFLIN COMPANY
US	PETERSON FIELD GUIDE SERIES		1,691,439/ 06/09/92	HOUGHTON MIFFLIN COMPANY

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US	TEST ALERT		1,619,232/ 10/23/90	HOUGHTON MIFFLIN COMPANY
US	RIVERSIDE SCORING SERVICE		1,579,602/ 01/23/90	HOUGHTON MIFFLIN COMPANY
US	NPSS		1,563,337/ 10/31/89	HOUGHTON MIFFLIN COMPANY
US	GIS		1,540,301/ 05/23/89	HOUGHTON MIFFLIN COMPANY
US	GIS		1,536,377/ 04/25/89	HOUGHTON MIFFLIN COMPANY
US	TAYLOR'S GUIDE		1,560,818/ 10/17/89	HOUGHTON MIFFLIN COMPANY
US	ITED		1,496,736/ 07/19/88	HOUGHTON MIFFLIN COMPANY
US	IOWA TESTS OF EDUCATIONAL DEVELOPMENT		1,516,069/ 12/06/88	HOUGHTON MIFFLIN COMPANY
US	COGAT		1,492,201/ 06/14/88	HOUGHTON MIFFLIN COMPANY
US	ITBS		1,477,647/ 02/23/88	HOUGHTON MIFFLIN COMPANY
US	IOWA TESTS OF BASIC SKILLS		1,517,921/ 12/27/88	HOUGHTON MIFFLIN COMPANY

TRADEMARK

REEL: 003466 FRAME: 0075

Schedule I to the Short-Form Trademark Security Agreement

US	TAP		1,476,831/ 02/16/88	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE and Design		1,440,497/ 05/26/87	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE		1,409,558/ 09/16/86	HOUGHTON MIFFLIN COMPANY
US	DESIGN ONLY		1,378,958/ 01/21/86	HOUGHTON MIFFLIN COMPANY
US	CURIOUS GEORGE		1,292,195/ 08/28/84	HOUGHTON MIFFLIN COMPANY
US	BENDER		1,198,662/ 06/22/82	HOUGHTON MIFFLIN COMPANY
US	H HEATH and Design		1,106,063/ 11/14/78	HOUGHTON MIFFLIN COMPANY
US	HEATH		917,233/ 07/27/71	HOUGHTON MIFFLIN COMPANY
US	PHONICS WE USE		937,608/ 07/11/72	HOUGHTON MIFFLIN COMPANY
US	RIVERSIDE		767,596/ 03/31/64	HOUGHTON MIFFLIN COMPANY
U.S. State Wisconsin	WRITE SOURCE EDUCATIONAL PUBLISHING HOUSE		08/28/91	HOUGHTON MIFFLIN COMPANY

Schedule I to the Short-Form Trademark Security Agreement

RIVERDEEP INTERACTIVE LEARNING LIMITED

US	ACTIVE MIND SERIES		2,078,845 7/15/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ADVENTURE WORKSHOP		2,871,322 8/10/04	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ALL FRIPPLETOWN AROUND		2,449,929 5/8/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	AN OCEAN ADVENTURE		2,304,825 12/28/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ASTRO ALGEBRA		2,136,232 2/10/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ATOMIC CLOCK		2,899,234 11/2/04	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	ATOMIC CLOCK			2,074,600 6/24/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	BAILEY'S BOOK HOUSE			1,904,381 7/11/95	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	BAILEY'S BOOK HOUSE			1,834,422 5/3/94	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	BODYWORKS			1,729,084 11/3/92	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	BRAIN BYTES			2,363,016 6/27/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	BRODERBUND			2,618,094 9/10/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	CALCULATING CREW			2,127,794 1/6/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	CARMEN JUNIOR EDITION	SANDIEGO DETECTIVE		2,007,255 10/8/96	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	CARMEN SANDIEGO WORD DETECTIVE		2,304,536 12/28/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	CARNIVAL COUNTDOWN		2,145,268 3/17/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	CLICKART		1,316,792 1/29/85	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	CLICKART (design only)		2,176,867 7/28/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	COMPTON'S		1,771,187 5/18/93	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DESTINATION MATH		2,578,138 6/11/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DESTINATION MATH		2,554,481 4/2/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DESTINATION READING		2,836,863 4/27/04	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	DESTINATION SUCCESS		3,002,413 9/27/05	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DJIT and Design		2,448,059 5/1/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DJIT and Design		2,487,878 9/11/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DJIT DESIGN		2,435,510 3/13/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DJIT Design		2,402,359 11/7/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DJIT DESIGN (logo)		2,487,877 9/11/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DOWNLOAD ZONE		2,140,133 3/3/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	E Logo		2,262,249 7/20/99	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	EDCONNECT			2,747,811 8/5/03	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	EDMARK			2,515,111 12/4/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	EDMARK			1,016,865 7/29/75	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	EDMARK			1,015,485 7/8/75	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	EDMARK IGNITE THE CURIOUS MIND and Design			2,252,796 6/15/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	EDVANTAGE			2,525,466 1/1/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ELANGUAGE			2,470,749 7/17/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	FAMILY LAWYER			2,039,432 2/18/97	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	FOOLPROOF			1,926,732 10/10/95	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	FRIPPLETOWN			2,571,790 5/21/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	GALACTIC BENDERS	BRAIN		2,466,413 7/3/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	GRADE BUILDER			2,286,115 10/12/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	KID PIX			1,810,528 12/14/93	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	KNOWLEDGE MUNCHERS			2,358,182 6/13/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	LEARNING BUDDIES			2,448,326 5/1/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	LEARNING NEEDS			2,694,218 3/4/03	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	LET'S GO READ			2349234 5/16/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	LIVING BOOKS			1,796,822 10/5/93	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	LOGAL			1,882,881 3/7/95	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	LOGAL SIMLIBRARY			2,551,916 3/26/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	LOGICAL JOURNEY OF THE ZOMBINS			2,041,387 2/25/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MARLU & Design			1,991,609 8/6/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MATH MUNCHERS			2,245,681 5/18/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MAVIS BEACON			2,070,388	RIVERDEEP INTERACTIVE

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US	MAVIS BEACON TEACHES TYPING!	6/10/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MAVIS BEACON TEACHES TYPING!	1,503,670 9/13/88	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MAVIS BEACON TEACHES TYPING!	2,870,225 8/3/04	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MEGA MUNCHERS	2,327,197 3/7/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MIGHTY MATH	2,096,700 9/16/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MIGHTY MATH	2,960,499 6/7/05	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MILLIE & BAILEY	2,187,757 9/8/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MILLIE'S MATH HOUSE	1,784,693 7/27/93	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MIND POWER	2,819,012	RIVERDEEP

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US				3/2/04	INTERACTIVE LEARNING LIMITED
US	MINDTWISTER MATH			2,470,384 7/17/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	MYWAVE and Design			2,551,764 3/26/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	NOW, THE BEST SCHOOL CAN BE EVERYWHERE			2,463,867 6/26/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	NUMBER HEROES			2,099,000 9/23/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ORANGA BANGA			1,928,742 10/17/95	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	OUTNUMBERED!			1,616,866 10/9/90	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	PIONEER ADVENTURES			2,445,419 4/24/01	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	PRACTICE PERFECT	MAKES		2,276,281 9/7/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	PRINTMASTER			2,111,762 11/11/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	READER RABBIT			2,998,655 9/20/05	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	READER RABBIT			1,430,966 3/3/87	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	READER RABBIT'S KINDERGARTEN			2,194,347 10/6/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	READER RABBIT'S PRESCHOOL			2,191,555 9/22/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	READER RABBIT'S TODDLER			2,191,554 9/22/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	RIVERDEEP			2,400,552 10/31/00	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	RIVERDEEP			2,605,772 8/6/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	RIVERDEEP (logo)			2,452,885 5/22/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	RIVERDEEP (logo)			2,508,894 11/20/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	RIVERDEEP INTERACTIVE LEARNING			2,465,682 7/3/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	RIVERDEEP INTERACTIVE LEARNING			2,469,585 7/17/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	RIVERDEEP LEARNING VILLAGE (and design)			2,896,181 10/19/04	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	RIVERDEEP LEARNING VILLAGE (wordmark)			3,003,689 10/4/05	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	RIVERDEEP LEARNING VILLAGE (wordmark)			3,130,458 8/15/06	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	SAFEFILTER			2,618,591 9/10/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	SAMMY'S SCIENCE HOUSE			1,929,707 10/24/95	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	SKILLS BANK			1,732,691 11/17/92	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	SKY ISLAND MYSTERIES			2,238,506 4/13/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	SMARTSTUFF			1,939,206 12/5/95	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	SPIRITUAL EXPRESSIONS			2,366,829 7/11/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	STANLEY'S STICKER STORIES			2,078,912 7/15/98	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	STARFLYERS (design)			2,794,386 12/16/03	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	STARFLYERS (word mark)		2,919,346 1/18/05	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	STORYBOOK WEAVER		1,769,401 5/4/93	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE AMAZING WRITING MACHINE		1,969,945 4/23/96	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE AMAZON TRAIL		1,850,384 8/16/94	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE CLUEFINDERS		2,286,308 10/12/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE COMPLETE REFERENCE COLLECTION		2,273,150 8/24/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE EDITOR'S DESK and Design		2,676,400 1/21/03	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE LEARNING COMPANY		1,347,323 7/9/85	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	THE OREGON TRAIL		1,771,617 5/18/93	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE PRINT SHOP		1,395,538 6/3/86	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE PRINT SHOP ESSENTIALS		2,414,416 12/19/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE WRITING TREK		2,769,398 9/30/03	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THE TIMEWEAVERS		2,651,018 11/19/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THINK IT. PRINT IT.		2,622,525 12/17/02	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	THINKIN' THINGS		1,934,358 11/7/95	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TLC and Design		2,200,440 10/27/98	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	TLC THE LEARNING COMPANY and design		2,364,846 7/4/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE and design		2,322,090 2/22/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TOUCHFREE		2,470,715 7/17/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TOUCHWINDOW		1,479,442 3/8/88	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TRAVEL THE WORLD		2,280,183 9/21/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TREASURE COVE!		1,818,409 1/25/04	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TREASURE MATHSTORM!		1,832,011 4/19/94	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TREASURE MOUNTAIN!		1,854,540 9/20/94	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	TRIVIA MUNCHERS			2245677 5/18/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TRUDY'S TIME & PLACE HOUSE			2,062,744 5/20/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	TRUE VERSIONS	NETWORK		2,302,982 12/21/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ULTIMATE WRITING AND CREATIVITY CENTER			2,077,963 7/8/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	VIRTUAL MAKEOVER			2,388,081 9/19/00	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	VIRTUAL TALK			2,506,080 11/13/01	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	VIRUCIDE			1,665,430 11/19/91	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	WHERE IN THE U.S.A. IS CARMEN SANDIEGO?			1,483,655 4/5/88	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	WHERE IN THE WORLD IS CARMEN SANDIEGO?		2,223,676 2/16/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	WHERE IN THE WORLD IS CARMEN SANDIEGO?		1,383,516 2/18/86	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	WHERE IN TIME IS CARMEN SANDIEGO?		1,606,525 7/17/90	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	WORD MUNCHERS		2,244,406 5/11/99	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	WORDS AROUND ME		2,025,822 12/24/96	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	WRITE FOR YOUR LIFE and Design		2,671,124 17/03	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ZAP!		3047173 1/24/06	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ZOO ZILLIONS		2,145,266 3/17/98	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	ZOOMBINIS			2,041,387 2/25/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ZOOMBINIS & design			2,827,165 3/30/04	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	LIVING BOOKS AND DESIGN			78/616888 4/25/05	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	RIVERDEEP LEARNING VILLAGE AND DESIGN			78/357953 1/27/04	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	LEARNING COMPANY BOOKS			2888786 9/28/04	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DESTINATION TEACH			76/570985 1/15/04	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	ZOOMBINIS			2827166 3/30/04	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	DESIGN			2531743 1/22/02	RIVERDEEP INTERACTIVE LEARNING LIMITED

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US	DESTINATION: TIME TRIP USA		2065894 5/27/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	IMAGINATION EXPRESS		2057833 4/29/97	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	'THINKIN' THINGS AND DESIGN		1932617 11/7/95	RIVERDEEP INTERACTIVE LEARNING LIMITED
US	READER RABBIT'S READING DEVELOPMENT LIBRARY		2159221 5/19/98	RIVERDEEP INTERACTIVE LEARNING LIMITED

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