

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Correction to correct 2454432, 2525111, 2872166, 2872165		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HMH Publishing Company Limited		12/12/2007	Limited Company: IRELAND
RECEIVING PARTY DATA			
Name:	Credit Suisse, Cayman Islands Branch, as Collateral Agent		
Street Address:	11 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2515111	EDMARK	
Registration Number:	2827166	ZOOMBINIS	
Registration Number:	2827165	ZOOMBINIS	
Serial Number:	76570985	DESTINATION TEACH	
CORRESPONDENCE DATA			
Fax Number:	(866)826-5420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3016380511		
Email:	bonnie@ipresearchplus.com		
Correspondent Name:	IP Research Plus, Inc.		
Address Line 1:	21 Tadcaster Circle		
Address Line 2:	Attn: Penelope J.A. Agodoa		
Address Line 4:	Waldorf, MARYLAND 20602		
ATTORNEY DOCKET NUMBER:	34141		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		

OP \$115.00 2515111

Signature:

/pja/

Date:

02/26/2009

Total Attachments: 37

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

HMH Publishing Company Limited

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other limited company

Citizenship (see guidelines) Ireland

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) December 12, 2007

- Assignment Merger
 Security Agreement Change of Name
 Other Correction to Correct 2454432, 2525111, 2872166, 2872165

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: Credit Suisse, Cayman Islands Branch, as Collateral Agent

Internal

Address: _____

Street Address: 11 Madison Avenue

City: New York

State: NY

Country: USA Zip: 10010

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Bank Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
PLEASE SEE ATTACHED SCHEDULE I

B. Trademark Registration No.(s)
PLEASE SEE ATTACHED SCHEDULE I

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: IP Research Plus

Internal Address: _____

Attn: Penelope J.A. Agodoa

Street Address: _____

21 Tadcaster Circle

City: Waldorf

State: MD Zip: 20602

Phone Number: 301-638-0511

Fax Number: 866-826-5420

Email Address: orders@ipresearchplus.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Deborah Post
Signature

2/24/09
Date

Deborah Post

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 37

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK
REEL: 003943 FRAME: 0791**

Schedule I

I. Trademarks

<u>Country</u>	<u>Mark</u>	<u>Registration Number</u>
United States	EDMARK	2,515,111
United States	ZOOMBINIS	2,827,166
United States	ZOOMBINIS (and Design)	2,827,165

II. Trademark Applications

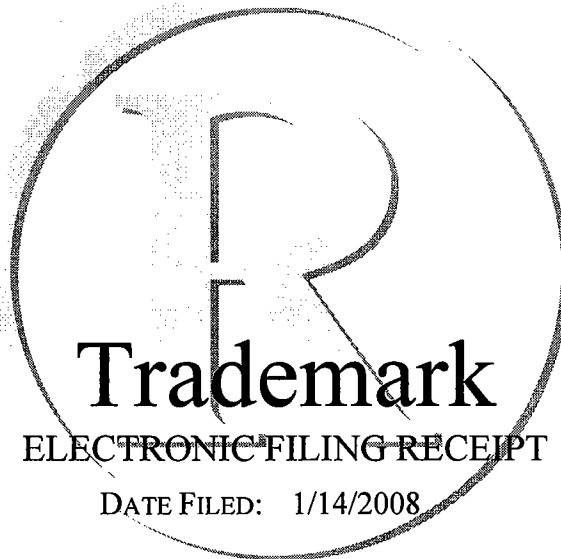
<u>Country</u>	<u>Mark</u>	<u>Application Number</u>
United States	DESTINATION TEACH	76/570985

IP Research Plus, Inc.

IPR Plus



21 Tadcaster Circle
Waldorf, MD 20602
301-638-0511 phone
866-826-5420 fax
www.ipresearchplus.com



ELECTRONIC FILING RECEIPT

DATE FILED: 1/14/2008

JURISDICTION: U.S. Trademark Office

TYPE OF DOCUMENT: Security Agreement

PARTIES: **HMH PUBLISHING COMPANY LIMITED
CREDIT SUISSE, CAYMAN ISLANDS...**

FILING FEE: \$3365.00

TRADEMARK NUMBER: 2454432 and 133 others

REEL / FRAME: **3695/679**

ORDER DATE: 1/11/2008

CONTACT: Mr. Wellington Lyons

COMPANY: Cravath Swaine & Moore LLP

ORDER NUMBER: 5865/577

Preparing Researcher: Penelope J.A. Agodoa

The information herein is believed by IP Research Plus, Inc. to be reliable and has been obtained from public sources believed to be reliable, but no representation is made as to the accuracy or completeness of such information. This report is provided for informational purposes only and is not to be construed as a legal opinion or advisement. IP Research Plus, Inc. hereby expressly disclaims all warranty of merchantability for a particular purpose; liability is limited to the amount paid by you for applicable service(s).

Thank you for your business!

TRADEMARK

REEL: 003943 FRAME: 0793

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

**01/14/2008
 900096347**

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HMH Publishing Company Limited		12/12/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Credit Suisse, Cayman Islands Branch, as Collateral Agent
Street Address:	11 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	Bank:

PROPERTY NUMBERS Total: 134

Property Type	Number	Word Mark
Registration Number:	2078845	ACTIVE MIND SERIES
Registration Number:	2871322	ADVENTURE WORKSHOP
Registration Number:	2304825	AN OCEAN ADVENTURE
Registration Number:	2136232	ASTRO ALGEBRA
Registration Number:	2899234	ATOMIC CLOCK
Registration Number:	1834422	BAILEY'S BOOK HOUSE
Registration Number:	1904381	BAILEY'S BOOK HOUSE
Registration Number:	1729084	BODYWORKS
Registration Number:	2363016	BRAIN BYTES
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

OP \$365.00 2078845

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:	2487878	DIJIT
Registration Number:	2487877	
Registration Number:	2402359	
Registration Number:	2435510	
Registration Number:	2140133	DOWNLOAD ZONE
Registration Number:	2262249	E
Registration Number:	2531743	
Registration Number:	2747811	EDCONNECT
Registration Number:	2525111	WIKTEL
Registration Number:	1016865	EDMARK
Registration Number:	1015485	EDMARK
Registration Number:	2252796	E EDMARK IGNITE THE CURIOUS MIND
Registration Number:	2525466	EDVANTAGE
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:	2888786	LEARNING COMPANY BOOKS
Registration Number:	2694218	LEARNING NEEDS
Registration Number:	2349234	LET'S GO READ!
Registration Number:	1796822	LIVING BOOKS
Registration Number:	3267712	LIVING BOOKS
Registration Number:	1882881	LOGAL
Registration Number:	2551916	LOGAL SIMLIBRARY
Registration Number:	2041387	LOGICAL JOURNEY OF THE ZOOMBINIS

Registration Number:	2245681	MATH MUNCHERS
Registration Number:	2070388	MAVIS BEACON
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:	2463867	NOW, THE BEST SCHOOL CAN BE EVERYWHERE
Registration Number:	2099000	NUMBER HEROES
Registration Number:	1928742	ORANGA BANGA
Registration Number:	1616866	OUTNUMBERED!
Registration Number:	2276281	PRACTICE MAKES PERFECT
Registration Number:	2111762	PRINTMASTER
Registration Number:	1579841	QUICKVERSE
Registration Number:	2998655	READER RABBIT
Registration Number:	1430966	READER RABBIT
Registration Number:	2194347	READER RABBIT'S KINDERGARTEN
Registration Number:	2191555	READER RABBIT'S PRESCHOOL
Registration Number:	2191554	READER RABBIT'S TODDLER
Registration Number:	2605772	RIVERDEEP
Registration Number:	2400552	RIVERDEEP
Registration Number:	2469585	RIVERDEEP INTERACTIVE LEARNING
Registration Number:	2465682	RIVERDEEP INTERACTIVE LEARNING
Registration Number:	3003689	RIVERDEEP LEARNING VILLAGE
Registration Number:	3130458	RIVERDEEP LEARNING VILLAGE
Registration Number:	2896181	RIVERDEEP LEARNING VILLAGE
Registration Number:	3261889	RIVERDEEP LEARNING VILLAGE
Registration Number:	2508894	
Registration Number:	2452885	
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:	2919346	STARFLYERS
Registration Number:	2794386	STARFLYERS
Registration Number:	1769401	STORYBOOK WEAVER
Registration Number:	2123628	STRATEGY CHALLENGES
Registration Number:	1969945	THE AMAZING WRITING MACHINE
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:	2322090	TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE
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:	1932617	THINKIN' THINGS
Registration Number:	2200440	TLC
Registration Number:	2364846	TLC THE LEARNING COMPANY
Registration Number:	2470715	TOUCHFREE
Registration Number:	1479442	TOUCHWINDOW
Registration Number:	2280183	TRAVEL THE WORLD
Registration Number:	1818409	TREASURE COVE!
Registration Number:	1832011	TREASURE MATHSTORM!
Registration Number:	1854540	TREASURE MOUNTAIN!
Registration Number:	2245677	TRIVIA MUNCHERS
Registration Number:	2302982	TRUE NETWORK VERSIONS

Registration Number:	2077963	ULTIMATE WRITING & CREATIVITY CENTER
Registration Number:	2388081	VIRTUAL MAKEOVER
Registration Number:	2506080	VIRTUAL TALK
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:	2872166	THE MELLON POSITIVE PAYEE SERVICE
Registration Number:	2872165	FAMILY LEGACIES
Serial Number:	75570985	PREMIER PROPERTIES

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3016380511
Email: ipresearchplus@comcast.net
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	32576
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	01/14/2008

Total Attachments: 12
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Tab settings

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

1. Name of conveying party(ies):

HMH Publishing Company Limited

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 12, 2007

2. Name and address of receiving party(ies)

Name: Credit Suisse, Cayman Islands Branch, as Collateral Agent
Internal Address: _____

Street Address: 11 Madison Avenue

City: New York State: NY Zip: 10010

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

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

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

A. Trademark Application No.(s)

PLEASE SEE ATTACHED

B. Trademark Registration No.(s)

PLEASE 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: IP Research Plus, Inc.

Street Address: 21 Tadcaster Circle

City: Waldorf State: MD Zip: 20602

6. Total number of applications and registrations involved:

134

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

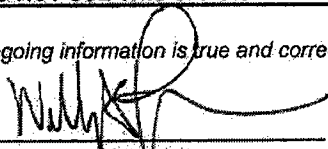
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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Wellington Lyons
Name of Person Signing


Signature

January 9, 2008
Date

14

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

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

MEZZANINE TRADEMARK SECURITY AGREEMENT, dated as of December 12, 2007, among Riverdeep Education Limited (in the process of changing its name to HMH Publishing Company Limited), a company incorporated under the laws of the Republic of Ireland (the "**Grantor**"), and CREDIT SUISSE, CAYMAN ISLANDS BRANCH, as collateral agent (the "**Collateral Agent**").

Reference is made to the Mezzanine Guarantee and Collateral Agreement dated as of December 12, 2007 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"), among Riverdeep Education Limited (in the process of changing its name to HMH Publishing Company Limited) ("**Holdings**"), Houghton Mifflin Harcourt Publishers Inc. ("**HMHP**"), HMH Publishers LLC ("**Publishers**") and Houghton Mifflin Harcourt Publishing Company ("**HMCo**", and, together with HMHP and Publishers, collectively, the "**Borrower**"), the subsidiaries of Holdings party thereto and the Collateral Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Mezzanine Credit Agreement dated as of December 12, 2007 (as amended, supplemented or otherwise modified from time to time, the "**Mezzanine Credit Agreement**"). The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Grantor is an affiliate of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Mezzanine 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 7.01(b) of the Security Agreement, the HM 7.20% Notes Obligations), the Grantor, pursuant to the Security Agreement, did and hereby does grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties (and, to the extent provided in Section 7.01(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 the Grantor or in which the 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

[[NYCORP:3030110v6:REMOTE_EAPPIAH:01/10/08--11:52 p]]

TRADEMARK
REEL: 003943 FRAME: 0801

States or any political subdivision thereof, and all extensions or renewals thereof, 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 Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. The Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral 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.

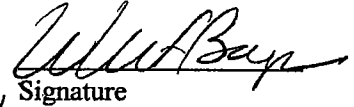
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized officers as of the day and year first above written.

SIGNED SEALED and DELIVERED

by RIVERDEEP EDUCATION LIMITED (in the process of changing its name to HMH PUBLISHING COMPANY LIMITED),

acting by its duly appointed Attorney

in the presence of:


Signature



Witness Signature

172 East 82nd St NY, NY 10028
Witness Address

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

CREDIT SUISSE, CAYMAN ISLANDS
BRANCH, as Collateral Agent,

by


Name: JUDITH E. SMITH
Title: DIRECTOR

by


Name: DOREEN BARR
Title: VICE PRESIDENT

[SIGNATURE PAGE TO MEZZANINE TRADEMARK SECURITY AGREEMENT]

CountryName	MarkName	ApplicationNumber	ApplicationDate	RegistrationNumber	RegistrationDate
Australia	READER RABBIT	483117	3/10/1988	A483117	3/10/1988
Australia	THE LEARNING COMPANY (and Design)	42005	12/20/1984	B420052	8/9/1989
Australia	TLC	725334	1/8/1997	725334	1/8/1997
Brazil	THE LEARNING COMPANY	818.726.920	8/14/1995	818.726.920	11/11/1997
Canada	PARLONS ANGLAIS	797,254	11/10/1995	TMA515,888	8/31/1999
Canada	THE LEARNING COMPANY	708,987	7/14/1992	TMA492,467	4/6/1998
Community Trademark	LOGAL	211,987	4/1/1996	211,987	4/1/1996
Community Trademark	PRINT SHOP	118034	4/1/1996	118034	4/1/1996
Community Trademark	PRINTMASTER	357129	10/9/1996	357129	10/9/1996
Community Trademark	READER RABBIT	350629	9/25/1996	350629	9/25/1996
Community Trademark	RIVERDEEP (Stylized)	819987	5/8/1998	819987	7/16/1999
Community Trademark	RIVERDEEP LEARNING VILLAGE	002660090	4/18/2002	002660090	4/18/2002
Community Trademark	THE LEARNING COMPANY	350595	9/25/1996	350595	9/25/1996
Community Trademark	TLC	424143	12/16/1996	424143	12/16/1996
Czech Republic	PRINT SHOP	107.879	1/22/1996	213108	10/29/1998
France	READER RABBIT	95/584390	8/10/1995	95584390	8/10/1995
France	THE LEARNING COMPANY	95/584389	8/10/1995	95584389	8/10/1995
Germany	READER RABBIT	39533572.8	8/16/1995	395 33 572	8/16/1995
Germany	WO STECKT CARMEN SANDIEGO?	39538613.6	9/21/1995	39538613.6	9/21/1995
Germany	WO STECKT CARMEN SANDIEGO? JR.	39538614.4	9/21/1995	39538614	9/21/1995
Japan	BRODERBUND (STYLIZED)	60-5495	1/25/1985	1986061	9/21/1998
Japan	EDMARK	H06-52914	5/31/1994	3276640	4/11/1997

Japan	KID DESK	H06-052917	5/31/1994	3276643	4/11/1997
Japan	KID PIX	70162/1995	7/11/1995	4145397	5/15/1998
Japan	MILLIE'S MATH HOUSE	H06-52915	5/31/1994	3276641	4/11/1997
Japan	READER RABBIT	92498/95	9/7/1995	4074626	10/24/1997
Japan	THE LEARNING COMPANY	84040/1995	8/18/1995	4059352	9/19/1997
Japan	THINKIN' THINGS	H06-052916	5/31/1994	3276642	4/11/1997
Japan	TLC	9-2278	1/13/1997	4156451	6/12/1998
Poland	PRINT SHOP	Z-155043	1/13/1997	106394	1/9/2006
Saudi Arabia	PRINT SHOP	32471	1/16/1996	398/61	1/16/1996
Singapore	THE LEARNING COMPANY	685/94	1/25/1994	685/94	1/25/1994
South Korea	RIVERDEEP	45-2007-3635	8/22/2007		
United States	ACTIVE MIND SERIES	75/079664	3/22/1996	2,078,845	7/15/1997
United States	ADVENTURE WORKSHOP	76/543144	8/26/2003	2,871,322	8/10/2004
United States	AN OCEAN ADVENTURE	75/476726	4/29/1998	2,304,825	12/28/1999
United States	ASTRO ALGEBRA	75/100528	5/8/1996	2,136,232	2/10/1998
United States	ATOMIC CLOCK	76/559648	10/31/2003	2,899,234	11/2/2004
United States	BAILEY'S BOOK HOUSE	74/259831	3/27/1992	1,834,422	5/3/1994
United States	BAILEY'S BOOK HOUSE	74/459301	11/17/1993	1,904,381	7/11/1995
United States	BODYWORKS	74/250835	3/2/1992	1,729,084	11/3/1992
United States	BRAIN BYTES	75/491450	5/27/1998	2,363,016	6/27/2000
United States	BRODERBUND	76/340670	11/23/2001	2,618,094	9/10/2002
United States	CALCULATING CREW	75/112061	5/31/1996	2,127,794	1/6/1998
United States	CARMEN SANDIEGO JUNIOR DETECTIVE	74/682960	6/1/1995	2,007,255	10/8/1996
United States	CARMEN SANDIEGO WORD DETECTIVE	75/286477	5/5/1997	2,304,536	12/28/1999
United States	CARNIVAL COUNTDOWN	75/100838	5/8/1996	2,145,268	3/17/1998
United States	CLICKART	73/479993	5/10/1984	1,316,792	1/29/1985
United States	CLICKART LOGO	75/326410	7/15/1997	2,176,867	7/28/1998
United States	COMPTON'S	74/253133	3/9/2992	1,771,187	5/18/1993
United States	DESTINATION MATH	76/241940	4/12/2001	2,578,138	6/11/2002
United States	DESTINATION MATH	75/483855	5/12/1998	2,554,481	4/2/2002
United States	DESTINATION READING	76/244770	4/20/2001	2,836,863	4/27/2004

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United States	DESTINATION SUCCESS	76/572143	1/22/2004	3,002,413	9/27/2005
United States	DESTINATION TEACH	75/570985	1/15/2004		
United States	DIJIT (and Design)	76/362836	9/25/1997	2,487,878	9/11/2001
United States	DIJIT DESIGN	76/362835	9/25/1997	2,487,877	9/11/2001
United States	DIJIT DESIGN	75/363119	9/25/1997	2,402,359	11/7/2000
United States	DIJIT DESIGN	75/363114	9/25/1997	2,435,510	3/13/2001
United States	DOWNLOAD ZONE	75/130073	7/5/1996	2,140,133	3/3/1998
United States	E LOGO	75/377357	10/22/1997	2,262,249	7/20/1999
United States	EARTH PULSE CENTER LOGO	76/143988	10/10/2000	2,531,743	1/22/2002
United States	EDCONNECT	76/079951	6/28/2000	2,747,811	8/5/2003
United States	EDMARK	76/208372	2/8/2001	2,525,111	12/4/2001
United States	EDMARK	73/028263	7/31/1974	1,016,865	7/29/1975
United States	EDMARK	73/029725	8/16/1974	1,015,485	7/8/1975
United States	E EDMARK IGNITE THE CURIOUS MIND (and Design)	75/377338	10/22/1997	2,252,796	6/15/1999
United States	EDVANTAGE SOFTWARE	75/500477	6/11/1998	2,525,466	1/1/2002
United States	FAMILY LAWYER	74/673628	5/15/1995	2,039,432	2/18/1997
United States	FOOLPROOF	74/482636	1/25/1994	1,926,732	10/10/1995
United States	FRIPPLETOWN	75/606235	12/15/1998	2,571,790	5/21/2002
United States	GALACTIC BRAIN BENDERS	75/718028	6/1/1999	2,466,413	7/3/2001
United States	GRADE BUILDER	75/305876	6/9/1997	2,286,115	10/12/1999
United States	KID PIX	74/289094	6/29/1992	1,810,528	12/14/1993
United States	KNOWLEDGE MUNCHERS	75/400266	12/4/1997	2,358,182	6/13/2000
United States	LEARNING COMPANY BOOKS	76/976414	2/5/2003	2,888,786	9/29/2004
United States	LEARNING NEEDS	76/249769	4/27/2001	2,694,218	3/4/2003
United States	LET'S GO READ!	75/334881	8/4/1997	2,349,234	5/16/2000
United States	LIVING BOOKS	74/186738	7/19/1991	1,796,822	10/5/1993
United States	LIVING BOOKS (and Design)	78/616888	4/26/2005	3,267,712	7/24/2007
United States	LOGAL	74/430977	8/31/1993	1,882,881	3/7/1995
United States	LOGAL SIMLIBRARY	76/058244	5/15/2000	2,551,916	3/26/2002
United States	LOGICAL JOURNEY OF THE ZOOMBINI	74/724219	9/1/1995	2,041,387	2/25/1997

United States	MATH MUNCHERS	75/400267	12/4/1997	2,245,681	5/18/1999
United States	MAVIS BEACON	74/666684	4/27/1995	2,070,388	6/10/1997
United States	MAVIS BEACON TEACHES TYPING!	73/679385	8/19/1987	1,503,670	9/13/1988
United States	MAVIS BEACON TEACHES TYPING!	76/455372	9/23/2002	2,870,225	8/3/2004
United States	MEGA MUNCHERS	75/400012	12/4/1997	2,327,197	3/7/2000
United States	MIGHTY MATH	75/061442	2/23/1992	2,096,700	9/16/1997
United States	MIGHTY MATH	76/543145	8/26/2003	2,960,499	6/7/2005
United States	MILLIE & BAILEY	75/361347	9/23/1997	2,187,757	9/8/1998
United States	MILLIE'S MATH HOUSE	74/259830	3/27/1992	1,784,693	7/27/1993
United States	MIND POWER	76/455373	9/23/2002	2,819,012	3/2/2004
United States	MINDTWISTER MATH	75/736843	6/25/1999	2,470,384	7/17/2001
United States	NOW, THE BEST SCHOOL CAN BE EVERYWHERE	76/058243	5/25/2000	2,463,867	6/26/2001
United States	NUMBER HEROES	75/112049	5/31/1996	2,099,000	9/23/1997
United States	ORANGA BANGA	74/802524	8/30/1993	1,928,742	10/17/1995
United States	OUTNUMBERED!	74/011267	12/15/1989	1,616,866	10/9/1990
United States	PRACTICE MAKES PERFECT	75/115755	6/7/1996	2,276,281	9/7/1999
United States	PRINTMASTER	75/105322	4/12/1996	2,111,762	11/11/1997
United States	QUICKVERSE	73/773629	1/9/1989	1,579,841	1/30/1990
United States	READER RABBIT	76/488490	2/10/2003	2,998,655	9/20/2005
United States	READER RABBIT	73/610683	7/21/1986	1,430,966	3/3/1987
United States	READER RABBIT'S KINDERGARTEN	75/290307	5/12/1997	2,194,347	10/6/1998
United States	READER RABBIT'S PRESCHOOL	75/290308	5/12/1997	2,191,555	9/22/1998
United States	READER RABBIT'S TODDLER	75/290305	5/12/1997	2,191,554	9/22/1998
United States	RIVERDEEP	76/204219	2/2/2001	2,605,772	8/6/2002
United States	RIVERDEEP	75/452165	3/18/1998	2,400,552	10/31/2000
United States	RIVERDEEP INTERACTIVE LEARNING	76/068315	6/8/2000	2,469,585	7/17/2001

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United States	RIVERDEEP INTERACTIVE LEARNING	76/068316	6/8/2000	2,465,682	7/3/2001
United States	RIVERDEEP LEARNING VILLAGE	78/351285	1/13/2004	3,003,689	10/4/2005
United States	RIVERDEEP LEARNING VILLAGE	78/115677	3/18/2002	3,130,458	8/15/2006
United States	RIVERDEEP LEARNING VILLAGE (and Design)	76/423703	6/20/2002	2,896,181	10/19/2004
United States	RIVERDEEP LEARNING VILLAGE (and Design)	78/357953	1/27/2004	3,261,889	7/10/2007
United States	RIVERDEEP LOGO	75/908153	2/2/2000	2,508,894	11/20/2001
United States	RIVERDEEP LOGO	75/908154	2/2/2000	2,452,885	5/22/2001
United States	SAFEFILTER	75/822505	10/14/1999	2,618,591	9/10/2002
United States	SAMMY'S SCIENCE HOUSE	74/584759	10/12/1994	1,929,707	10/24/1995
United States	SKILLS BANK	74/242947	2/3/1992	1,732,691	11/17/1992
United States	SKY ISLAND MYSTERIES	75/403289	12/10/1997	2,238,506	4/13/1999
United States	SMARTSTUFF	74/482637	1/25/1994	1,939,206	12/5/1995
United States	SPIRITUAL EXPRESSIONS	75/440961	2/26/1998	2,366,829	7/11/2000
United States	STANLEY'S STICKER STORIES	75/097085	5/1/1996	2,078,912	7/15/1997
United States	STARFLYERS	76/347324	12/10/2001	2,919,346	1/18/2005
United States	STARFLYERS (and Design)	76/487249	2/4/2003	2,794,386	12/16/2003
United States	STORYBOOK WEAVER	74/260357	3/30/1992	1,769,401	5/4/1993
United States	STRATEGY CHALLENGES	75/212687	12/12/1996	2,123,628	12/23/1997
United States	THE AMAZING WRITING MACHINE	74/674992	5/17/1995	1,969,945	4/23/1996
United States	THE AMAZON TRAIL	74/381595	4/20/1993	1,850,384	8/16/1994
United States	THE CLUEFINDERS	75/367142	10/1/1997	2,286,308	10/12/1999
United States	THE COMPLETE REFERENCE COLLECTION	75/373321	10/15/1997	2,273,150	8/24/1999
United States	THE EDITOR'S DESK AND DESIGN	76/178772	12/11/2000	2,676,400	1/21/2003
United States	THE LEARNING COMPANY	73/460469	1/11/1984	1,347,323	7/9/1985

United States	TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE (and Design)	75/243720	2/18/1997	2,322,090	2/22/2000
United States	THE OREGON TRAIL	74/310889	9/2/1992	1,771,617	5/18/1993
United States	THE PRINT SHOP	73/536250	5/6/1985	1,395,538	6/3/1986
United States	THE PRINT SHOP ESSENTIALS	75/480194	5/6/1998	2,414,416	12/19/2000
United States	THE WRITING TREK	75/500478	6/11/1998	2,769,398	9/30/2003
United States	THEMEWEAVERS	75/892309	1/7/2000	2,651,018	11/19/2002
United States	THINK IT. PRINT IT.	75/275737	4/15/1997	2,622,525	9/24/2002
United States	THINKIN' THINGS	74/802523	8/30/1993	1,934,358	11/7/1995
United States	THINKIN' THINGS (and Design)	74/498292	3/8/1994	1,932,617	11/7/1995
United States	TLC (and Design)	75/243721	2/18/1997	2,200,440	10/27/1998
United States	TLC THE LEARNING COMPANY (and DESIGN)	75/243723	2/18/1997	2,364,846	7/4/2000
United States	TOUCHFREE	75/752212	7/15/1999	2,470,715	7/17/2002
United States	TOUCHWINDOW	73/671171	7/10/1987	1,479,442	3/8/1988
United States	TRAVEL THE WORLD	75/491451	5/27/1998	2,280,183	9/21/1999
United States	TREASURE COVE!	74/315098	9/18/1992	1,818,409	1/25/1994
United States	TREASURE MATHSTORM!	74/315425	9/21/1992	1,832,011	4/19/1994
United States	TREASURE MOUNTAIN!	74/452001	10/26/1993	1,854,540	9/20/1994
United States	TRIVIA MUNCHERS	75/400011	12/4/1997	2,245,677	5/18/1999
United States	TRUE NETWORK VERSIONS	75/338996	8/11/1997	2,302,982	12/21/1999
United States	ULTIMATE WRITING & CREATIVITY CENTER	74/701341	7/14/1995	2,077,963	7/8/1997
United States	VIRTUAL MAKEOVER	75/261205	3/21/1997	2,388,081	9/19/2000
United States	VIRTUALTALK	76071880	6/16/2000	2,506,080	11/13/2001
United States	VIRUCIDE	74/042665	3/26/1990	1,665,430	11/19/1991
United States	WHERE IN THE U.S.A. IS CARMEN SANDIEGO	73/673482	7/20/1987	1,483,655	4/5/1988
United States	WHERE IN THE WORLD IS CARMEN SANDIEGO	75/291775	5/14/1997	2,223,676	2/16/1999

United States	WHERE IN THE WORLD IS CARMEN SANDIEGO	73/551947	8/5/1985	1,383,516	2/18/1986
United States	WHERE IN TIME IS CARMEN SANDIEGO	73/837934	1/1/13/1989	1,606,525	7/17/1990
United States	WORD MUNCHERS	75/400010	12/4/1997	2,244,406	5/11/1999
United States	WORDS AROUND ME	74/468498	12/20/1993	2,025,822	12/24/1996
United States	WRITE FOR YOUR LIFE (and Design)	76/178771	12/11/2001	2,671,124	1/7/2003
United States	ZAP!	75/460001	4/1/1998	3,047,173	1/24/2006
United States	ZOO ZILLIONS	75/100467	5/8/1996	2,145,266	3/17/1998
United States	ZOOMBINIS	76/457251	10/10/2002	2,872,166	3/30/2004
United States	ZOOMBINIS (and Design)	76/457250	10/10/2002	2,872,165	3/30/2004