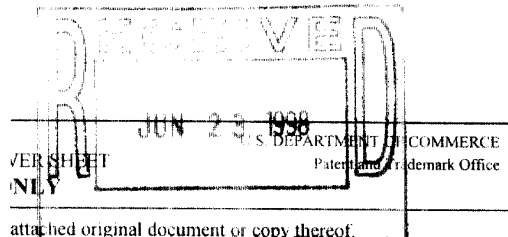


6-23-98

06-29-1998



To the Honorable Com. **100749138** attached original document or copy thereof

<p>1. Name of Party(ies) conveying an interest:</p> <p>School Specialty, Inc. 100 N. Bluemound Drive Appleton, Wisconsin 54913-1579</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>Wisconsin</u> <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest</p> <p>Name: <u>NationsBank, N.A. As Agent</u></p> <p>Internal Address: <u>Independence Center NC1-001-15-04</u></p> <p>Street Address: <u>100 North Tryon Street, 15th Floor</u></p> <p>City: <u>Charlotte</u> State: <u>North Carolina</u> Zip: <u>28255</u></p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other <u>National Banking Association</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest In Trademarks</u></p> <p>Execution Date: <u>June 9, 1998</u></p>	
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No (s). See Attached</p>	<p>B. Trademark Registration No (s) 6-23-98 See Attached</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u></p> <p>Internal Address: <u>Moore & Van Allen, PLLC</u></p> <p>Street Address: <u>2200 West Main Street, Suite 800</u></p> <p>City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>16</u></p> <p>7. Total fee (37 CFR 3.4): \$ <u>415.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)</p> <p>8. Deposit account number: <u>13-4365</u> (Attach duplicate copy of this form if paying by deposit account)</p>
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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

Mark H. Webbink, Esq. [Signature] 6/19/98
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document 7

<p>Mail documents to be recorded with required cover sheet information to</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p>	<p>CERTIFICATE OF MAILING</p> <p>I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS</p> <p><u>KATHLYN HUNTER</u> (Typed or printed name of person signing the certificate)</p> <p><u>KATHLYN HUNTER</u> (Signature of the person signing the certificate)</p> <p><u>6-19-98</u> (Date of Signature)</p>
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06/25/1998 DNGUYEN 00000027 75406079

01 FC:481
02 FC:482

30.00
375.00

ATTACHMENT A
Recordation Form Cover Sheet - Trademarks

4. Application Number(s) or Registration Number(s):

A. Trademark Application Numbers:

Mark	Application Serial No.	Filing Date
GRESSWELL	75/406,079	12/16/97
SOFTLINE	75/405,940	12/16/97
GRESSWELL SOFTLINE	75/387,984	11/10/97

B. Trademark Registration Numbers:

Mark	Registration No.	Registration Date
THE NATION'S SCHOOL SUPPLIER	2,065,087	5/27/97
SCHOOL SPECIALTY	2,028,031	12/31/96
SCHOOL SPECIALTY SUPPLY	2,086,842	8/12/97
LATTA'S and Design	1,899,395	6/13/95
LATTA'S	1,902,066	6/27/95
LITTLE LEARNERS	1,858,257	10/11/94
VALLEY SCHOOL SUPPLY and Design	1,719,183	9/22/92
W and Design	1,707,542	8/11/92
WESTERN SCHOOL SUPPLY and Design	1,702,353	7/21/92
WESTERN SCHOOL SUPPLY	1,702,338	7/21/92
VALLEY SCHOOL SUPPLY OMS ORDER MANAGEMENT SYSTEM and Design	1,701,487	7/21/92
VALLEY SCHOOL SUPPLY and Design	1,678,004	3/3/92
NSS and Design	1,017,245	8/5/75

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 9, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Administrative Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See Schedule A attached hereto and incorporated by reference

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

See Schedule A attached hereto and incorporated by reference

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

SCHOOL SPECIALTY, INC.

By: *David J. Kander Zander*

Name: _____

Title: *Pres*

Acknowledged and Accepted:

NATIONSBANK, N.A.

as Administrative Agent

By: *Michael Heredia*

Name: **Michael R. Heredia**

Title: **Senior Vice President**

Schedule A

School Specialty, Inc.

U.S. Trademarks

Pending Applications

Mark	Application Serial No.	Filing Date
GRESSWELL	75/406,079	12/16/97
SOFTLINE	75/405,940	12/16/97
GRESSWELL SOFTLINE	75/387,984	11/10/97

Registered Marks

Mark	Registration No.	Registration Date
THE NATION'S SCHOOL SUPPLIER	2,065,087	5/27/97
SCHOOL SPECIALTY	2,028,031	12/31/96
SCHOOL SPECIALTY SUPPLY	2,086,842	8/12/97
LATTA'S and Design	1,899,395	6/13/95
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VALLEY SCHOOL SUPPLY and Design	1,678,004	3/3/92
NSS and Design	1,017,245	8/5/75

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

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2200 WEST MAIN STREET, SUITE 800
DURHAM, NORTH CAROLINA 27705-4652

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FACSIMILE 919-286-8199

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P. O. BOX 3843
DURHAM, NORTH CAROLINA 27702-3843
<http://www.mvalaw.com>

OTHER OFFICES:
CHARLOTTE, NC
RALEIGH, NC
CHARLESTON, SC

June 19, 1998

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Via Certified Mail

Z 445 764 159

Re: Recordation of Notice of Grant of Security Interest In Trademarks.

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest In Trademarks, executed June 9, 1998 between School Specialty, Inc. and NationsBank, N.A., As Agent;
3. Check No. 26316 in the amount of Four Hundred Fifteen Dollars (\$415.00);
4. Post Card acknowledgment of filed Notice of Grant of Security Interest documents.

Sincerely yours,

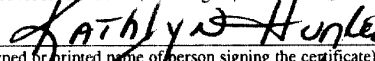
MOORE & VAN ALLEN, PLLC

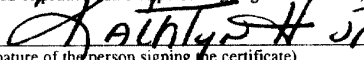


Mark H. Webbink

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patent And Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.


(Typed or printed name of person signing the certificate)


(Signature of the person signing the certificate)

6-19-98
(Date of Signature)

RECORDED: 06/19/1998
DURHAM\HINTP\206384_1

TRADEMARK
REEL: 1745 FRAME: 0599