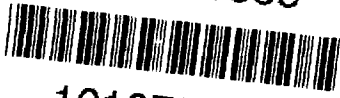


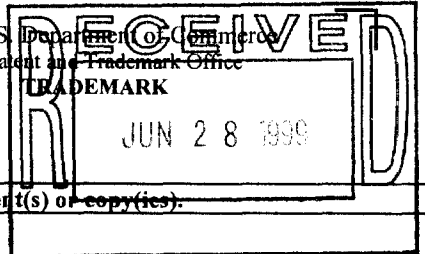
6.28.99

06-30-1999



101079683

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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Conveyance Type

- Assignment
- License
- Security
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
9/30/98

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
9/30/98

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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06/30/1999 INQUIRY 1974712

01 FC:481
02 FC:482

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

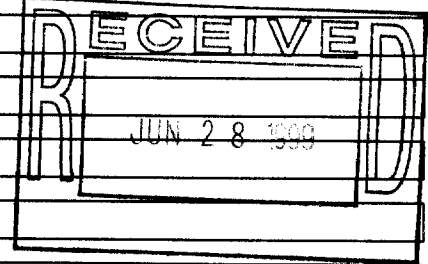
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/525,966"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,974,712"/>	<input type="text"/>	<input type="text"/>
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<input type="text" value="75/525,967"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #
 Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink
Name of Person Signing

[Handwritten Signature]
Signature

6/25/99
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of September 30, 1998 (the "Security Agreement") by and among the obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark registrations 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 made a part hereof

TRADEMARK APPLICATIONS

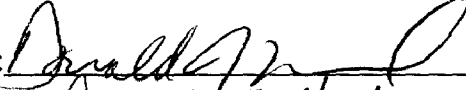
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

See Schedule A attached hereto and made a part hereof

The Obligors and the 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, trademark registration or trademark application.

Very truly yours,

SCHOOL SPECIALTY, INC.

By: 
Name: DONALD J. NOSKOWIAK
Title: CFO

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: _____

Name:

Title:

The Obligors and the 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, trademark registration or trademark application.

Very truly yours,

SCHOOL SPECIALTY, INC.

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: 

Name: **Michael R. Heredia**

Title: **Senior Vice President**

CHAR1PJY\BANK\466303_1

Schedule A

School Specialty, Inc.

U.S. Trademarks

Pending Applications

Mark	Application Serial No.	Filing Date
SAX	75/525,966	7/27/98
SAX ARTS & CRAFTS	75/525,550	7/27/98
SCHOOL SPECIALTY and Design	75/525,967	7/27/98

Registered Marks

Mark	Registration No.	Registration Date
EDUCATION ACCESS	1,974,712	5/21/96