

08-13-1999

U.S. Department of Commerce
Patent and Trademark Office

AUG 10



101116816

To the Honorable Commissioner of Patents and Trademarks

Use to record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Re-Print LLC
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other: LLC

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: 02/25/99

2. Name and address of receiving party(ies):
 Name: ClassroomDirect.com, LLC
 Internal Address:
 Street Address: 1209 Orange Street
 City: Wilmington State: Delaware Zip: 19801
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other LLC

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 names(s) & address(es) attached?
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

Additional numbers attached?

B. Trademark registration No.(s)

1,793,996
 1,520,858
 1,472,241
 Yes No

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

Name: Nicholas A. Kees
 Internal Address: Godfrey & Kahn, S.C.
 Street Address: 780 North Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[3]

7. Total fee (37 CFR 3.41):\$ 90.00
 Enclosed
 Authorized to be charged to deposit account for any deficiency

8. Deposit account number: 07-1509

(Attach duplicate copy of this page if paying by deposit account)

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.

Nicholas A. Kees Nicholas A. Kees 8/3/99
 Name of Person Signing Signature Date

08/12/1999 MTHAI1 00000197 1793996

Total Number of pages comprising cover sheet: [1]

01 FC:481 40.00 DP
02 FC:482 50.00 DP
MW339340_1

EL432226823US

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RE-PRINT LLC", CHANGING ITS NAME FROM "RE-PRINT LLC" TO "CLASSROOMDIRECT.COM, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 1999, AT 11 O'CLOCK A.M.



2879962 8100

991082255

A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9607097

DATE: 03-03-99

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION
OF
RE-PRINT LLC


It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is Re-Print LLC.
2. The certificate of formation of the limited liability company is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article 1 the following new Article 1:

"The name of the limited liability company is: ClassroomDirect.com, LLC"

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has caused this Certificate of Amendment to be executed as of the 25th day of February, 1999.

SCHOOL SPECIALTY, INC., Member

By: 
Donald J. Noskowiak, Chief Financial
Officer/Executive Vice President

MW2-172312-1

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "RE-PRINT LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 1998, AT 4:30 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2879962 8100

981128848

AUTHENTICATION: 9010473

DATE: 04-03-98

CERTIFICATE OF FORMATION

OF

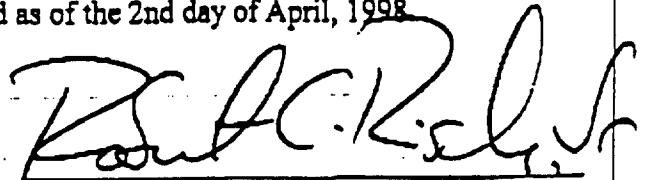
RE-PRINT LLC

1. The name of the limited liability company is:

Re-Print LLC

2. The address of the registered office of the Company in Delaware is Corporate Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The Company's registered agent at that address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has caused this Certificate of Formation to be executed as of the 2nd day of April, 1998



Robert C. Risch, Jr., Authorized Person

MW2-128665-1