

10-17-2000



101489476

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

Submission Type

New

10-2-00

Resubmission
Document ID#

(Non-Recordation)

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Correction of PTO Error

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Frame #

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Conveyance Type

Assignment

License

Security

Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Notice of Grant of Security Interest

Effective Date

Month Day Year

09/30/98

Conveying Party

Mark if additional names of conveying parties attached

Name

Global Video, LLC

Execution Date

Month Day Year

09/30/98

Formerly

[Empty box for Formerly]

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

Limited Liability Company

Citizenship/State of Incorporation/Organization

Wisconsin

Receiving Party

Mark if additional names of receiving parties attached

Name

Bank of America, NA., as Agent

DBA/AKA/TA

[Empty box for DBA/AKA/TA]

Composed of

[Empty box for Composed of]

Address (line 1)

101 North Tryon Street

Address (line 2)

15th Floor

Address (line 3)

Charlotte

City

North Carolina

State/Country

28255

Zip Code

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

National Banking Association

Citizenship/State of
Incorporation/Organization

[Empty box for 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.)

10/16/2000 NTH11 00000233 75679473

FOR OFFICE USE ONLY

01 FC:48 Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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="75/679,473"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,347,798"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

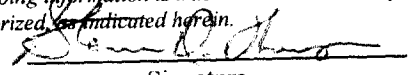
Number of Properties Enter the total number of properties involved. #

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.

Steven D. Thomas  September 26, 2000
 Name of Person Signing Signature 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 (as amended, modified, supplemented or extended from time to time, the "Security Agreement") by and among the obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A. (now known as Bank of America, 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:

TRADEMARK REGISTRATIONS

See Schedule A attached hereto and made a part hereof

TRADEMARK APPLICATIONS

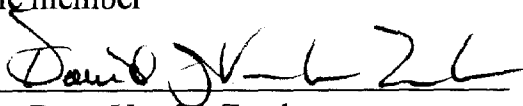
See Schedule A attached hereto and made a part hereof

The Obligor 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,

Global Video, LLC,
a Wisconsin limited liability company

By: School Specialty, Inc.,
a Delaware corporation,
its sole member

By: 
Name: Dave Vander Zanden
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., a national banking association
formerly known as NationsBank, N.A., as Agent

By: _____
Name: Michael R. Heredia
Title: Managing Director

Schedule A

U.S. Trademarks

Registered Mark

		Registration Date
TEACHER'S VIDEO COMPANY	2,347,798	05/02/00

Pending Application

GLOBAL VIDEO	75-679,473	04/12/99
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September 26, 2000

Via Certified Mail

7000 0600 0021 6655 3867

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

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 September 30, 1998, between Global Video, LLC and Bank of America, as Agent;
3. Check No. 30683 in the amount of Sixty-Five Dollars (\$65.00);
4. Postcard acknowledgment of filed Notice of Grant of Security Interest in Trademarks documents.

Sincerely yours,

Moore & Van Allen PLLC



Steven D. Thomas

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 Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

TIM KROLL
(Typed or printed name of person signing the certificate)

Tim Kroll
(Signature of the person signing the certificate)

9/26/00
(Date of Signature)

Enclosures

DUR1\268522_1

RECORDED: 10/02/2000

TRADEMARK
REEL: 002156 FRAME: 0558