12-13-2000

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

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

101547497

11.13.00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- [x] New
- [ ] Resubmission (Non-Recordation) Document ID#
- [ ] Correction of PTO Error
  Reel # Frame #
- [ ] Corrective Document
  Reel # Frame #

Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security
- [ ] Nunc Pro Tunc Assignment
- Effective Date Month Day Year: 09/30/98
- [ ] Merger
- [ ] Change of Name
- [x] Other: Notice of Grant of Security Interest

Conveying Party [ ] **Mark if additional names of conveying parties attached**

Name: School Specialty, Inc.

Execution Date Month Day Year: 09/30/98

Formerly:

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Parnership
- [x] Corporation
- [ ] Association
- [ ] Other:
- [x] Citizenship/State of Incorporation/Organization: Wisconsin

Receiving Party [ ] **Mark if additional names of receiving parties attached**

Name: Bank Of America, N.A., as Agent

DBA/AKA/TA:

Composed of:

Address (line 1): One Independence Center, 15th Floor

Address (line 2): NCI-001-15-04, 101 North Tryon Street

Address (line 3): Charlotte (City) North Carolina (State/Country) 28255 (Zip Code)

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation
- [ ] Association
- [x] Other: A national banking association
- [ ] 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.)

FOR OFFICE USE ONLY

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

12/12/2000 GTON11 00000347 75891784

DUR1\272414_1

01 FC:481 40.00 OP
02 FC:482 250.00 OP

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name: N/A

Address (line 1):

Address (line 2):

Address (line 3):

Address (line 4):

Correspondent Name and Address

Area Code and Telephone Number: (919) 286-8000

Name: Steven D. Thomas

Address (line 1): Moore & Van Allen, PLLC

Address (line 2): 2200 West Main Street

Address (line 3): Suite 800

Address (line 4): Durham, North Carolina 27705

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 3

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)		
75/891,784	75/843,347	75/843,307			
75/843,951	75/843,342	75/822,509			
75/843,889	75/843,310	75/822,508			

Number of Properties Enter the total number of properties involved. # 11

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 290.00

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: # 13-4365

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.

Arlene D. Hanks
Name of Person Signing

Signature

11-9-00
Date Signed

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party ☐ **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Name

Execution Date
Month Day Year

Formerly

☐ Individual ☐ General Partnership ☐ Limited Parnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organizaiton

Receiving Party ☐ Mark if additional names of receiving parties attached
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

☐ 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.)

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)		
75/822,505					
75/811,427					

DUR1\272414_1

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. (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 APPLICATIONS

Trademark Application Number	Description of Trademark Applied For	Date of Trademark Application
75-891,784	SMARTMATCH	1/7/00
75-843,951	FREY ELEMENTS	11/6/99
75-843,889	FREY SCIENTIFIC	11/8/99
75-843,347	CUSTOM DESIGNED CONCEPTS	11/8/99
75-843,342	FREY EDUCATIONAL RESOURCES	11/8/99
75-843,310	BRODHEAD GARRETT	11/8/99
75-843,307	FREY EXPLORER	11/8/99
75-822,509	XCURSION	10/14/99
75-822,508	XCURSION	10/14/99
75-822,505	SAFEFILTER	10/14/99
75-811,427	CLASSROOM SELECT	9/28/99

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,

SCHOOL SPECIALTY, INC., a Wisconsin corporation
(successor by merger to School Specialty, Inc., a Delaware corporation)

By: Karen A. Riching
Name: Karen A. Riching
Title: Assistant Corporate Secretary

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

CHAR1\562109_1

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,

SCHOOL SPECIALTY, INC., a Wisconsin corporation
(successor by merger to School Specialty, Inc., a Delaware corporation)

By:_____
Name:_____
Title:_____

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

CHAR1\562109_1