

12-13-2000

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



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

101547497

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

11.13.00

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

Submission Type

☒ 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☐ 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

Execution Date
Month Day Year

Name School Specialty, Inc.

09/30/98

Formerly ☐ Individual☐ General Partnership☐ Limited Partnership☒ Corporation☐ Association☐ Other ☒ 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

North Carolina

28255

City

State/Country

Zip Code

☐ Individual☐ General Partnership☐ Limited Partnership☐ Corporation☐ Association☒ 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 6TOM11

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40.00 OP
250.00 OP

02 FEB 2001

TRADEMARK
REEL: 002193 FRAME: 0518

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 AddressArea Code and Telephone Number (919) 286-8000Name Steven D. Thomas

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.

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)

75/891,78475/843,34775/843,30775/843,95175/843,34275/822,50975/843,88975/843,31075/822,508**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

Date Signed 11-9-00

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

☐

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ 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

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Trademark Application Number(s) or Registration Number(s)

☐

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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

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

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)

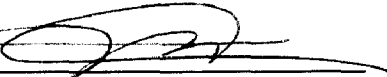
By: _____

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