



101951910

To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
JuneBox.com, Inc.
 Individual(s) Association
 General Partnership Limited
 Corporation-State WI Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No
 3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
 Execution Date: September 28, 2001
1.9.01

2. Name and address of receiving party(ies):
 Name: School Specialty, Inc.
 Internal Address:
 Street Address: P.O. Box 1579
 City: Appleton State: WI Zip: 54913
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State WI
 Other
 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)
76/008,811 76,011,009
~~76/007,557~~ 76/102,185
 Additional numbers attached?

B. Trademark registration No.(s)
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Nicholas A. Kees
Godfrey & Kahn, S.C.
 Internal Address:
 Street Address: 780 N. Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[4]
 7. Total fee (37 CFR 3.41):\$ 115.00
 Enclosed
 Authorized to be charged to deposit account for any deficiencies
 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 10/17/01
 Name of Person Signing Signature Date

Total Number of pages, including cover sheet and attachments: [3]

01/16/2002 TDIAZ1 00000197 76008811
 01 FC:481 40.00 DP
 02 FC:482 75.00 DP
 MWS60057_I.DOC

TRADEMARK ASSIGNMENT

WHEREAS, JuneBox.com, Inc., a corporation of the State of Wisconsin having its principal place of business at W6316 Design Drive, Greenville, WI 54942, ("Assignor") is the owner of the entire right, title and interest in and to the trademarks listed on attached Schedule A (hereinafter the "Trademarks") together with the goodwill of the business symbolized thereby; and

WHEREAS, School Specialty, Inc., a corporation of the State of Wisconsin, having a mailing address of P.O. Box 1579, Appleton, Wisconsin 54913, ("Assignee"), desires to acquire Assignor's entire right, title and interest in and to the Trademarks worldwide, together with the goodwill of the business symbolized thereby;

NOW THEREFORE, TO ALL WHOM IT MAY CONCERN: Be it known that in consideration of the payment of ASSIGNEE to ASSIGNOR of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby sells, assigns and transfers to ASSIGNEE the full and exclusive right, title and interest to said TRADEMARKS, together with the goodwill associated therewith.

ASSIGNOR hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment and sale. ASSIGNOR agrees to execute and deliver at the request of the ASSIGNEE, all papers, instruments, and assignments, and to perform any other reasonable acts the ASSIGNEE may require in order to vest all ASSIGNOR's rights, title, and interest in and to the TRADEMARKS to the ASSIGNEE.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the

28th day of September, 2001.

JUNEBOX.COM, INC.

By: 

Name: DANKE P. SPAULDING

Title: CRO

MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS
<u>JuneBox.com</u>	76/008,811	03/24/00	Pending
JUNEBOX.COM	76/007,557	03/24/00	Pending
JUNEBOX	76/011,009	03/24/00	Pending
THE EDUCATION COMMERCE SOLUTION	76/102,185	08/03/00	Pending