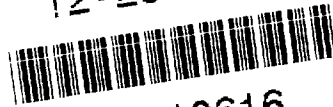


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Patrice Costelloe

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other 12/16/02

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

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

Execution Date: 5/19/02

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 Wisconsin
 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 name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/258,674 76/307,828
76/052,035

B. Trademark Registration No.(s)

Additional number(s) attached 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: 3

7. Total fee (37 CFR 3.41).....\$ 90.00
 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
 Name of Person Signing

Nicholas A. Kees
 Signature

12/11/02
 Date

Total number of pages including cover sheet, attachments, and document: 2

12/20/2002 LMJELLER 00000162 76258674

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 40.00 DP
02 FC:8522 50.00 DP

TRADEMARK REEL: 002637 FRAME: 0299

TRADEMARK ASSIGNMENT

WHEREAS, Patrice Costelloe, a US citizen residing at 116 Marsh Drive, Grand Ledge, Michigan, 48837, ("Assignor") is the owner of the entire right, title and interest in and to U.S. Trademark Application Numbers 76/258,674 for the mark PROJECT BY DESIGN, filed May 21, 2001; 76/052,035 for the mark PROGRAM BY DESIGN, filed May 19, 2000; and 76/307,828 for the mark SCHOOLSPEC, filed September 4, 2001 (hereinafter the "Trademarks") together with the goodwill of the business symbolized thereby; and

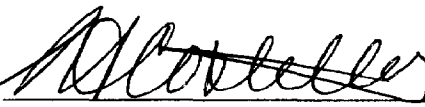
WHEREAS, School Specialty, Inc., a corporation of the State of Wisconsin, having a mailing address of P.O. Box 1579, Appleton, Wisconsin 54913, ("Assignee"), desires to acquire Assignor's entire right, title and interest in and to the Trademarks worldwide, together with the goodwill of the business symbolized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

19th day of May, 2002.

By: 
Patrice Costelloe