

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
School Specialty, Inc.		04/11/2003	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	1455 Market Street
Internal Address:	CA5-701-05-19
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 20

Property Type	Number
Registration Number:	2669836
Registration Number:	2543407
Registration Number:	2583505
Registration Number:	2474666
Registration Number:	2267389
Registration Number:	2244498
Registration Number:	2242697
Registration Number:	2102427
Registration Number:	2130217
Registration Number:	2142165
Registration Number:	1203534

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Serial Number:	78139062
Serial Number:	78134790
Serial Number:	76975163
Serial Number:	76411960
Serial Number:	76384317
Serial Number:	76361075
Serial Number:	76302141
Serial Number:	76302139
Serial Number:	76049553

**CORRESPONDENCE DATA**

Fax Number: (919)286-8199  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 9192868122  
Email: PTO\_TMconfirmation@mvalaw.com  
Correspondent Name: Moore and Van Allen PLLC  
Address Line 1: 2200 West Main Street  
Address Line 2: Suite 800  
Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	327000-010393
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NAME OF SUBMITTER:	Steven D. Thomas
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Total Attachments: 1  
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W6316 Design Drive  
Greenville, WI 54942  
P.O. Box 1579  
Appleton, WI 54912-1579

920-734-5712  
920-734-5112 fax  
888-388-3224  
888-388-6344 fax

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 April 11, 2003 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (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 or trademark application.

Very truly yours,

SCHOOL SPECIALTY, INC.,  
a Wisconsin corporation

By: Mary M. Kabacinski  
Name: Mary M. Kabacinski  
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Casa Cosgrove  
Name: Casa Cosgrove  
Title: Vice President