

**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
CLASSROOMDIRECT.COM,LLC		04/11/2003	limited liability company: DELAWARE

**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: 3**

Property Type	Number
Registration Number:	2530234
Serial Number:	75606642
Serial Number:	75606640

**CORRESPONDENCE DATA**

Fax Number: (919)286-8199  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 919 286-8122  
 Email: PTO\_TMconfirmation@mvalaw.com  
 Correspondent Name: Steven D. Thomas  
 Address Line 1: 2200 West Main Street  
 Address Line 2: Suite 800  
 Address Line 4: Durham, NORTH CAROLINA 27705

**TRADEMARK**

**90000581**

**REEL: 002667 FRAME: 0219**

**OP \$90.00 2530234**

ATTORNEY DOCKET NUMBER:	327000-010393
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NAME OF SUBMITTER:	Steven D. Thomas
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Total Attachments: 2

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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,

CLASSROOMDIRECT.COM, LLC,  
a Delaware limited liability company

By: Mary M. Kabacinski  
Name: Mary M. Kabacinski  
Title: Treasurer

Acknowledged and Accepted:

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

By: Casey Casper  
Name: Casey Casper  
Title: Vice President

Schedule 1  
Notice of Grant of Security Interest in Trademarks

ClassroomDirect.com, LLC  
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
CLASSROOMDIRECT.COM	2530234	1/15/02

Pending Applications

Mark	Application No.	Filing Date
CLASSROOM DIRECT	75606642	12/9/98
CLASSROOM DIRECT	75606640	12/9/98