

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
PREMIER AGENDAS, INC.		04/11/2003	CORPORATION: WASHINGTON

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 Association: UNITED STATES

PROPERTY NUMBERS Total: 25

Property Type	Number
Registration Number:	2120499
Registration Number:	2270932
Registration Number:	2263374
Registration Number:	2118439
Registration Number:	2243052
Registration Number:	2118435
Registration Number:	2209440
Registration Number:	2110444
Registration Number:	2118995
Registration Number:	2162580
Registration Number:	2043716

TRADEMARK

REEL: 002667 FRAME: 0233

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Registration Number:	2161267
Registration Number:	2120485
Registration Number:	2120484
Registration Number:	2118427
Registration Number:	2162576
Registration Number:	2175412
Registration Number:	1753883
Serial Number:	78193070
Serial Number:	78193065
Serial Number:	78193059
Serial Number:	78193054
Serial Number:	76329610
Serial Number:	76310586
Serial Number:	75100058

CORRESPONDENCE DATA

Fax Number: (919)286-8199

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Correspondent Name: Moore & Van Allen PLLC

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Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	327000/010393
NAME OF SUBMITTER:	Steven D. Thomas

Total Attachments: 2

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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,

PREMIER AGENDAS, INC.,
a Washington corporation

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

Acknowledged and Accepted:

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

By: Casey Cosgrove
Name: Casey Cosgrove
Title: Vice President

Schedule 1
Notice of Grant of Security Interest in Trademarks

Premier Agendas, Inc.
(Washington Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Reg. Date
A COMMITMENT TO LEARNING THROUGH PLANNING	2120499	12/9/97
PREMIER SCHOOL AGENDAS and Design	2270932	8/17/99
PREMIER SCHOOL AGENDAS and Design	2263374	7/20/99
Miscellaneous Design	2118439	12/2/97
PASS PREMIER AGENDAS FOR STUDENT SUCCESS and Design	2243052	5/4/99
DESIGN ONLY	2118435	12/2/97
MIDDLE LEVEL AGENDA	2209440	12/8/98
YOU'RE ON YOUR WAY WHEN YOU PLAN YOUR DAY	2110444	11/4/97
MAKE IT A RULE TO PLAN	2118995	12/9/97
PRIMARY JOURNAL	2162580	6/2/98
PAIG	2043716	3/11/97
AGENDA MATE	2161267	6/2/98
OLIVIA OWL	2120485	12/9/97
IF I PLAN TO LEARN, I MUST LEARN TO PLAN	2120484	12/9/97
RODNEY RACCOON	2118427	12/2/97
ELEMENTARY AGENDA	2162576	6/2/98
BINDER REMINDER	2175412	7/21/98
DESIGN ONLY	1753883	2/23/93

Pending Marks

Mark	Serial No.	Filing Date
PREMIER BROADCASTING NETWORK	78193070	12/10/02
PBN	78193065	12/10/02
EBN	78193059	12/10/02
EDUCATION BROADCASTING NETWORK	78193054	12/10/02
DISCOVER AGENDA	76329610	10/23/01
PREMIER PLAN IT	76310586	9/6/01
PLAN-IT	75100058	5/7/96