

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Landoll, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Ohio Other

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

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: 54913-1579

- 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other company dissolution and distribution of assets

Execution Date: 04/08/2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2267319, 2265034, 2102495, 1909946, 1895045, 2116986

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Nicholas A. Kees

Internal Address: Godfrey & Kahn, S.C.

Street Address: 780 N. Water Street

City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41): \$ 165.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

07-1509

DO NOT USE THIS SPACE

9. Signature.

Nicholas A. Kees

Name of Person Signing

Signature

11/23/04 Date

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

4

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

CH \$165.00 07 1509 2267319

**LANDOLL, INC.**  
**CONSENT AND ACTION IN LIEU OF**  
**MEETING OF THE BOARD OF DIRECTORS AND SHAREHOLDERS**  
**DATED APRIL 8, 2004**

The undersigned, being the sole member of the Board of Directors and the sole Shareholder of Landoll, Inc., an Ohio corporation (the "Corporation"), pursuant to the Ohio General Corporation Law, specifically Section 1701.54, hereby consents to the following actions without a formal meeting of the Shareholders and/or Board of Directors, or notice thereof:

**RESOLVED**, that the sole Director of the Corporation shall be David J. Vander Zanden.

**FURTHER RESOLVED**, the following shall be slate of officers of the Corporation, until their subsequent removal or re-election:

President:	David J. Vander Zanden
Vice-President and Treasurer:	Mary M. Kabacinski
Secretary:	Joseph F. Franzoi IV

**RESOLVED**: That the following Plan of Liquidation and Dissolution be followed:

- 1) The Corporation will proceed to sell and dispose of such of its properties for such consideration and upon such terms as determined by the President of the Corporation.
- 2) The President and Secretary of the Corporation shall be authorized to execute on behalf of the Corporation and thereby bind the Corporation to the terms of a Bill of Sale and any other necessary transfer documents which are requisite to consummate the transfer of assets contemplated herein.
- 3) As of April 24, 2004, the Corporation will cease to carry on any business, except as may be necessary to properly wind up its affairs, will take the necessary steps to complete formal dissolution under the Ohio General Corporation Law and will withdraw from all jurisdictions in which it is qualified to do business.
- 4) The Corporation will then proceed to collect its assets and, after paying or adequately providing for the payment of all of its obligations, it will distribute the remainder of its assets either in cash or in kind, in one or more distributions to School Specialty, Inc., its sole shareholder.

- 5) The Board is authorized and empowered to take all necessary steps to complete the liquidation of the Corporation as provided in this Plan, including, without limitation, to arbitrate any claims outstanding against the Corporation, sell all assets deemed appropriate, and distribute all assets.

**FURTHER RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized and empowered to take all such further action and to do all such further things, for and on behalf of the Corporation as may be necessary, appropriate, or convenient to implement the foregoing resolutions.

**FURTHER RESOLVED**, that any and all actions heretofore taken by any officer or employee of the Corporation in connection with the above resolutions be, and they hereby are ratified, confirmed, and approved in all respects.

**IN WITNESS WHEREOF**, this Unanimous Written Consent of the Sole Shareholder and Sole Director of Landoll, Inc. has been executed as of this 8<sup>th</sup> day of April, 2004.

  
\_\_\_\_\_  
David J. Vander Zanden, Director

SHAREHOLDER:

SCHOOL SPECIALTY, INC.

  
\_\_\_\_\_  
David J. Vander Zanden, President and CEO

**OHIO DEPARTMENT OF JOB AND FAMILY SERVICES**  
**Attention: Contribution Section**  
**P.O. Box 182404**  
**Columbus, Ohio 43218-2404**  
**(614) 466-2319**  
**DISPOSITION OF BUSINESS**

**OFFICE COPY**

1.a. Employer Name <u>Landoll, Inc.</u>	1.b. Employer Trade Name
1.c. Employer ODJFS Account # <u>51-732025</u>	1.d. Telephone # <u>920-882-5852</u>
	1.e. E-mail Address <u>mkabacinski@schoolspecialty.com</u>

2. How did you dispose of your business?

<input type="checkbox"/> Discontinuance	<input type="checkbox"/> Foreclosure	<input type="checkbox"/> Sale	<input type="checkbox"/> Incorporation	<input type="checkbox"/> Partner Addition
<input checked="" type="checkbox"/> Dissolution	<input type="checkbox"/> Formed LLC	<input type="checkbox"/> Lease	<input type="checkbox"/> Merger	<input type="checkbox"/> Partner Withdrawal

Court Order: (Name of Court) \_\_\_\_\_ (Case #) \_\_\_\_\_ (Title) \_\_\_\_\_

Liquor Permit Transfer: (Permit #) \_\_\_\_\_ (Transfer Date) \_\_\_\_\_

Other (explain): \_\_\_\_\_

3. Attach a copy of the agreement or contract related to the disposition of your business.

4.a. On what date did you dispose of your business? <u>4/24/04</u>	4.b. Was your business being operated in Ohio at the time of disposition? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
4.c. If no, when did your business cease operation?	4.d. When did you last employ any workers in Ohio? <u>12/01</u>

4. If a new owner is operating the business, provide:

(new owner's name) <u>School Specialty, Inc.</u>	(trade name)
(street address) <u>100 Paragon Parkway</u>	(city) <u>Mansfield</u> (state) <u>OH</u> (zip) <u>44903</u> (telephone #) <u>419-589-2100</u>

5.a. Did the new owner acquire all of your business locations in Ohio?  Yes  No

5.b. If no, list the business locations you still operate in Ohio (if not sufficient space, attach supplemental sheet):

(trade name)	(street)	(city)	(state)	(zip)	(date operation began)
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7.a. Did the new owner acquire 100% of the assets of your business in Ohio? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	7.b. If no, list the assets of the business in Ohio which you retained. (include accounts receivable)
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8. Person in charge of payroll records and address where payroll records are kept.

(name) <u>Lisa J. Gilgen</u>	(street) <u>1221 Avenue of the Americas</u>	(city) <u>New York</u>	(state) <u>NY</u>	(zip) <u>10020-1095</u>	(telephone #) <u>(212) 512-4359</u>
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CERTIFICATION: I hereby certify that the information given in this report is true to the best of my knowledge and belief.

(employer signature) <i>[Signature]</i>	(title) <u>Secretary</u>	(date) <u>4/8/04</u>
(street address) <u>514 Racine Street</u>	(city) <u>Menasha</u>	(state) <u>WI</u>
	(zip) <u>54952</u>	(telephone #) <u>920-725-3916</u>

INFORMATION FURNISHED ON THIS REPORT WILL BE USED TO DETERMINE LIABILITY FOR CONTRIBUTIONS UNDER THE OHIO UNEMPLOYMENT COMPENSATION LAW.

Prepared by: Joseph F. Franzoi IV

**PLEASE SEE REVERSE SIDE FOR LAW AND RULES APPLICABLE TO THIS FORM AND THE TOTAL AND PARTIAL TRANSFER OF EMPLOYMENT EXPERIENCE.**