

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Childswork/Childsplay, LLC

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware limited liability company

Citizenship (see guidelines) _____

Execution Date(s) 08/31/2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: School Specialty, Inc.

Internal

Address: _____

Street Address: P.O. Box 1579

City: Appleton

State: WI

Country: US Zip: 54913

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship WI
 Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)

2303339

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & 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

Phone Number: 414-273-3500

Fax Number: 414-273-5198

Email Address: docketing@gklaw.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

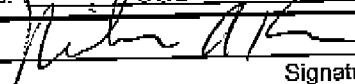
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 07-1509

Authorized User Name Godfrey & Kahn, S.C.

9. Signature:



Signature

2/2/05

Date

Nicholas A. Kees

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Aug 31 04 05:35p

GUIDANCE CHANNEL

516-349-5519

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TRADEMARK ASSIGNMENT

WHEREAS, ChildsworK/Childsplay, LLC, a Delaware limited liability company having its principal place of business at 135 DuPont Street, P. O. Box 760, Plainview, New York 11803, ("Assignor") is the owner of the trademarks listed on attached Schedule A (hereinafter the "Trademarks"); 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;

WHEREAS, ASSIGNOR has agreed in that certain Asset Purchase Agreement dated August 31, 2004 to assign all of its right, title and interest in, to and under the above identified TRADEMARKS to ASSIGNEE;

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 all of its entire right, title and interest to said TRADEMARKS, together with the goodwill associated therewith.

ASSIGNOR agrees to execute and deliver at the request and expense 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 31st day of August, 2004.

CHILDSWOR~~K~~/CHILDSPLAY, LLCBy: 

Edward W. Werz
Chairman

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STATE OF NEW YORK)
)
 COUNTY OF NASSAU) SS

On this 31st day of August, 2004, personally came before me Edward W. Werz, to me known to be the Chairman of CHILDSWORK/CHILDSPLAY, LLC, and the person who executed the foregoing instrument on behalf of said corporation and acknowledged the same.

[Notarial Seal]



 Notary Public, State of New York
 My Commission: 1/29/06

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Darlene Clair
 Notary Public, State of New York
 No. 01CL5055032
 Qualified In Suffolk County + Nassau Co.
 Commission Expires 1/29/06

Schedule A

MARK	COUNTRY	REG. NO.	REG. DATE	STATUS
CHILDSWORK/CHILDSPLAY	US	2,303,339	12/28/1999	Registered