

**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		08/31/2005	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Bank of America, N.A., as Collateral 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: 6**

Property Type	Number	Word Mark
Registration Number:	2530234	CLASSROOMDIRECT.COM
Registration Number:	1793996	RE-PRINT
Registration Number:	1520858	RE-PRINT
Registration Number:	1472241	DRAPHIX
Serial Number:	75606642	CLASSROOM DIRECT
Serial Number:	75606640	CLASSROOM DIRECT

**CORRESPONDENCE DATA**

Fax Number: (919)416-8339  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 919 286-8049  
 Email: PTO\_TMconfirmation@mvalaw.com  
 Correspondent Name: Moore & Van Allen PLLC  
 Address Line 1: 430 Davis Drive

OP \$165.00 2530234

Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.10393NTCLASSROOMJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	11/16/2005

**Total Attachments: 4**  
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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 August 31, 2005 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral 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 Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Collateral 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.

[SIGNATURES ON FOLLOWING PAGE]

Very truly yours,

CLASSROOMDIRECT.COM, LLC,  
a Delaware limited liability company

By: Mary M Kabacinski  
Name: MARY M. KABACINSKI  
Title: VICE-PRESIDENT & TREASURER

Acknowledged and Accepted:

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

By: \_\_\_\_\_  
Name:  
Title:

Very truly yours,

CLASSROOMDIRECT.COM, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_

Name:

Title:

Acknowledged and Accepted:

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

By: Anthea Del Bianco

Name:

Title:

**Anthea Del Bianco**  
**Vice President**

**ClassroomDirect.com LLC  
(Delaware Limited Liability Company)**

**U.S. Trademarks**

**Registered Marks**

Mark	Reg. No.	Reg. Date
CLASSROOMDIRECT.COM	2530234	1/15/02
RE-PRINT	1793996	9/21/93
RE-PRINT	1520858	1/17/89
DRAPHIX and Design	1472241	1/12/88

**Pending Applications**

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