

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
School Specialty, Inc.		08/31/2005	CORPORATION: WISCONSIN

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: 43

Property Type	Number	Word Mark
Registration Number:	2669836	THE EDUCATION COMMERCE SOLUTION
Registration Number:	2589390	JUNEBOX
Registration Number:	2589388	JUNEBOX.COM
Registration Number:	2589382	JUNEBOX.COM
Registration Number:	2643548	SMARTMATCH
Registration Number:	2550705	FREY ELEMENTS
Registration Number:	2393552	FREY SCIENTIFIC
Registration Number:	2564232	FREY EDUCATIONAL RESOURCES
Registration Number:	2393549	BRODHEAD GARRETT
Registration Number:	2553498	FREY EXPLORER
Registration Number:	2543407	PREMIER SCIENCE
Registration Number:	2650965	ON-DEMAND ESTIMATOR AP
Registration Number:	2407936	SAX

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Registration Number:	2351297	SCHOOL SPECIALTY
Registration Number:	2257283	SAX
Registration Number:	2263180	SAX ARTS & CRAFTS
Registration Number:	2065087	THE NATION'S SCHOOL SUPPLIER
Registration Number:	2028031	SCHOOL SPECIALTY
Registration Number:	2086842	SCHOOL SPECIALTY
Registration Number:	1719183	VALLEY SCHOOL SUPPLY
Registration Number:	1707542	W
Registration Number:	1702338	WESTERN SCHOOL SUPPLY
Registration Number:	2583505	THE NATION'S EDUCATION RESOURCE
Registration Number:	2474666	CLASSROOM DESIGNER
Registration Number:	2267389	BRIGHTER PATHS' HOMEROOMS
Registration Number:	2244498	BRIGHTER PATHS' INTERACTIV ENGLISH
Registration Number:	2242697	ROLF'S WORD JOURNEY
Registration Number:	2237323	BECKLEY CARDY GROUP
Registration Number:	2102427	PHOTOGRAPHER
Registration Number:	2130217	BRIGHTER PATHS
Registration Number:	2142165	EZ-SPEAK
Registration Number:	2165374	BECKLEY CARDY GROUP EVERYTHING FOR SCHOOL
Serial Number:	78139062	CUSTOM DESIGNED CONCEPTS
Serial Number:	78134790	FREY SCIENTIFIC PERFORMANCE SERIES
Serial Number:	76975163	VIVICOLOR
Serial Number:	76411960	FREY SCIENTIFIC EXPLORER SERIES
Serial Number:	76384317	TEACHER'S SOFTWARE COMPANY
Serial Number:	76361075	PROJECTS BY DESIGN
Serial Number:	76302141	VIVICOLOR
Serial Number:	76302139	ULTRA PLUS
Serial Number:	75843347	CUSTOM DESIGNED CONCEPTS
Serial Number:	75811427	CLASSROOM SELECT
Serial Number:	76049553	THE WOW GUARANTEE

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

TRADEMARK
REEL: 003195 FRAME: 0184

Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 327000.10393NTSCHOOLSPJES

NAME OF SUBMITTER: John E. Slaughter

Signature: /John E. Slaughter/

Date: 11/16/2005

Total Attachments: 5

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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,

SCHOOL SPECIALTY, INC.,
a Wisconsin corporation

By: Mary M Kabacinski
Name: Mary M. Kabacinski
Title: Executive Vice President,
CFO + Treasurer

Acknowledged and Accepted:

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

By: _____

Name:

Title:

Very truly yours,

SCHOOL SPECIALTY, INC.,
a Wisconsin corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

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

By: Anthea Del Bianco
Name: Anthea Del Bianco
Title: Vice President

Schedule 1

School Specialty, Inc.
(Wisconsin Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Reg. Date
THE EDUCATION COMMERCE SOLUTION	2669836	12/31/02
JUNEBOX	2589390	7/2/02
JUNEBOX.COM and Design	2589388	7/2/02
JUNEBOX.COM	2589382	7/2/02
SMARTMATCH	2643548	10/29/02
FREY ELEMENTS	2550705	3/19/02
FREY SCIENTIFIC	2393552	10/10/00
FREY EDUCATIONAL RESOURCES	2564232	4/23/02
BRODHEAD GARRETT	2393549	10/10/00
FREY EXPLORER	2553498	3/26/02
PREMIER SCIENCE	2543407	2/26/02
ON-DEMAND ESTIMATOR AP	2650965	11/19/02
SAX and Design	2407936	11/28/00
SCHOOL SPECIALTY and Design	2351297	5/23/00
SAX	2257283	6/29/99
SAX ARTS & CRAFTS and Design	2263180	7/20/99
THE NATION'S SCHOOL SUPPLIER	2065087	5/27/97
SCHOOL SPECIALTY	2028031	12/31/96
SCHOOL SPECIALTY	2086842	8/12/97
VALLEY SCHOOL SUPPLY and Design	1719183	9/22/92
W and Design	1707542	8/11/92
WESTERN SCHOOL SUPPLY	1702338	7/21/92
THE NATION'S EDUCATION RESOURCE	2583505	6/18/02
CLASSROOM DESIGNER	2474666	7/31/01
BRIGHTER PATHS' HOMEROOM	2267389	8/3/99
BRIGHTER PATHS' INTERACTIV ENGLISH	2244498	5/11/99
ROLF'S WORD JOURNEY	2242697	5/4/99
BECKLEY CARDY GROUP and Design	2237323	4/6/99
PHOTOGRAPHER	2102427	9/30/97
BRIGHTER PATHS	2130217	1/20/98
EZ-SPEAK	2142165	3/10/98
BECKLEY CARDY GROUP EVERYTHING FOR SCHOOL and Design	2165374	6/16/98

[CONTINUED ON NEXT PAGE]

Pending Applications

Mark	Serial No.	Filing Date
CUSTOM DESIGNED CONCEPTS	78139062	6/26/02
FREY SCIENTIFIC PERFORMANCE SERIES	78134790	6/12/02
VIVICOLOR	76975163	8/20/01
FREY SCIENTIFIC EXPLORER SERIES	76411960	5/23/02
TEACHER'S SOFTWARE COMPANY	76384317	3/13/02
PROJECTS BY DESIGN and Design	76361075	1/22/02
VIVICOLOR	76302141	8/20/01
ULTRA PLUS	76302139	8/20/01
CUSTOM DESIGNED CONCEPTS	75843347	11/8/99
CLASSROOM SELECT	75811427	9/28/99
THE WOW GUARANTEE	76049553	5/16/00

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