

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
School Specialty, Inc.		02/01/2006	CORPORATION: WISCONSIN

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Collateral Agent
<b>Street Address:</b>	1455 Market Street
<b>Internal Address:</b>	CA5-701-05-19
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94103
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 76**

Property Type	Number	Word Mark
Registration Number:	2006067	
Registration Number:	2267319	BRIGHTER CHILD BRIGHTER CHOICES
Registration Number:	1909946	BRIGHTER CHILD SERIES
Registration Number:	1604588	FRACTION STAX
Registration Number:	2135186	
Registration Number:	1527898	GREAT WAVE SOFTWARE
Registration Number:	0953663	IF
Registration Number:	2205989	IN CELEBRATION
Registration Number:	2211391	IN CELEBRATION
Registration Number:	1391553	JI
Registration Number:	2391307	
Registration Number:	3024505	
Registration Number:	3007875	SCHOOL SPECIALTY THE POWER OF TEACHING THE WONDERS OF LEARNING

OP \$1915.00 2006067

Registration Number:	2148667	
Registration Number:	2399362	A PEG-N-PLAY SET
Registration Number:	0899693	ALPHABET EXPRESS
Registration Number:	2579781	ASHES
Registration Number:	1966692	AT-RISK RESOURCES
Registration Number:	1918816	BABY BRIGHTS BOOKS
Registration Number:	2410188	BASICS FIRST
Registration Number:	1922900	BEAR HUGS
Registration Number:	2924357	BLOOMING ARTISTS
Registration Number:	2102495	BRIGHTER CHILD
Registration Number:	1895045	BRIGHTER CHILD
Registration Number:	2265034	BRIGHTER CHILD BRIGHTER CHOICES
Registration Number:	2222571	BUILD-N-LEARN
Registration Number:	2303339	CHILDSWORK CHILDSPLAY
Registration Number:	1559584	CONCERTWARE
Registration Number:	2116986	CRAZY SLATE
Registration Number:	3033079	EDUCATION ESSENTIALS
Registration Number:	2422205	FAST FACTS
Registration Number:	1824391	FRACTION BUILDER
Registration Number:	2136550	FRANK SCHAFFER PUBLICATIONS
Registration Number:	2281881	FSP
Registration Number:	1527561	GIFTED & TALENTED
Registration Number:	1944317	GIFTED & TALENTED
Registration Number:	2497340	HEALTHY HABITS FOR KIDS
Registration Number:	1888442	HOMEWORK HELPERS
Registration Number:	2684327	INSTANT SHOWCASE
Registration Number:	1515230	INSTRUMENTMAKER
Registration Number:	0708362	JUDY
Registration Number:	1378066	JUDY/INSTRUCTO
Registration Number:	2632545	LUCKY PENNY
Registration Number:	2279483	MAKE TODAY COUNT
Registration Number:	3036804	MATH 2 MASTER
Registration Number:	1617464	NUMBERMAZE
Registration Number:	2552013	OUR SCHOOL IS SPECIAL ... THANKS TO YOU!
Registration Number:	2401523	PEG-IT

Registration Number:	2632544	POCKET CHANGE
Registration Number:	2053174	PUBLISHING SPECIAL BOOKS FOR SPECIAL KIDS
Registration Number:	1965208	SPECIAL KIDS IN SCHOOL
Registration Number:	2610356	SPOT THE CLOCK
Registration Number:	1629285	STEPPING STONES
Registration Number:	2273146	SUBSTANCE FREE KIDS
Registration Number:	1963243	THE BUREAU FOR AT-RISK YOUTH
Registration Number:	1658192	THEME-A-SAURUS
Serial Number:	78660655	EDUCATORS SYMPOSIUM ENGAGE, INFORM & INSPIRE
Serial Number:	78630775	SCHOOL SMART
Serial Number:	78628899	SCHOOL SPECIALTY ONLINE
Serial Number:	78230966	SUNBURST VISUAL MEDIA
Serial Number:	78230965	SUNBURST VISUAL MEDIA
Serial Number:	78454953	TEACHER'S VIDEO COMPANY
Serial Number:	78461696	BOOK NOTES
Serial Number:	78456464	BY AIR, SEA, AND LAND
Serial Number:	78564246	CHILDSWORK CHILDSPLAY
Serial Number:	78655754	CLASSROOM DESIGNER
Serial Number:	78437910	CURRICULUM CLIPS
Serial Number:	78683855	EXTREME READERS
Serial Number:	75008690	GRACE PUBLICATIONS
Serial Number:	75734494	HEAVENLY HELPERS
Serial Number:	78486437	LIGHTNING READERS
Serial Number:	78404226	MILESTONE
Serial Number:	78630773	SCHOOL SMART
Serial Number:	78744234	SCHOOL SPECIALTY EDUCATORS' SYMPOSIUM ENGAGE INFORM INSPIRE
Serial Number:	78364967	TEACHER'S MEDIA COMPANY
Serial Number:	78486435	TWISTERS READERS

**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

**TRADEMARK**  
**REEL: 003358 FRAME: 0851**

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

ATTORNEY DOCKET NUMBER:	327000.10393TT2SPECIALJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	07/31/2006

**Total Attachments: 5**

source=NGSI-T2 School Specialty#page1.tif  
source=NGSI-T2 School Specialty#page2.tif  
source=NGSI-T2 School Specialty#page3.tif  
source=NGSI-T2 School Specialty#page4.tif  
source=NGSI-T2 School Specialty#page5.tif

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 February 1, 2006 (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 patents and patent 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 patents and patent 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 patent or patent application.

[SIGNATURES ON FOLLOWING PAGE]

Very truly yours,

SCHOOL SPECIALTY, INC.,  
a Wisconsin corporation

By: Mary M Kabacinski

Name: Mary M. Kabacinski

Title: Chief Financial Officer

Acknowledged and Accepted:

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

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

Name:

Title:

Very truly yours,

SCHOOL SPECIALTY, INC.,  
a Wisconsin corporation

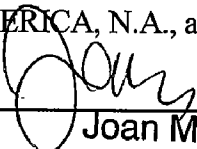
By: \_\_\_\_\_

Name: Mary M. Kabacinski

Title: Chief Financial Officer

Acknowledged and Accepted:

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

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

Name: Joan Mok  
Title: Vice President

**School Specialty, Inc.  
(Wisconsin Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
Design only	2148667	04/07/98
Design only	2006067	10/08/96
BRIGHTER CHILD BRIGHTER CHOICES and Design	2267319	08/03/99
BRIGHTER CHILD SERIES and Design	1909946	08/08/95
FRACTION STAX	1604588	07/03/90
Design only	2135186	02/10/98
GREAT WAVE SOFTWARE and Design	1527898	03/07/89
IF	953663	02/20/73
IN CELEBRATION and Design	2205989	11/24/98
IN CELEBRATION and Design	2211391	12/15/98
JJ	1391553	04/29/86
Design only	2391307	10/03/00
Design only	3024505	12/06/05
SCHOOL SPECIALTY THE POWER OF TEACHING THE WONDERS OF LEARNING	3007875	10/18/05
Design only	2148667	04/07/98
A PEG-N-PLAY SET	2399362	10/31/00
ALPHABET EXPRESS	899693	09/29/70
ASHES	2579781	06/11/02
AT-RISK RESOURCES	1966692	04/09/96
BABY BRIGHTS BOOKS	1918816	09/12/95
BASICS FIRST	2410188	12/05/00
BEAR HUGS	1922900	09/26/95
BLOOMING ARTISTS	2924357	02/01/05
BRIGHTER CHILD	2102495	10/07/97
BRIGHTER CHILD	1895045	05/23/95
BRIGHTER CHILD CHOICES	2265034	07/27/99
BUILD-N-LEARN	2222571	02/09/99
CHILDSWORK/CHILDSPLAY	2303339	12/28/99
CONCERTWARE	1559584	10/10/89
CRAZY SLATE	2116986	11/25/97
EDUCATION ESSENTIALS	3033079	12/20/05
FAST FACTS	2422205	01/16/01
FRACTION BUILDER	1824391	03/01/94
FRANK SCHAFFER PUBLICATIONS	2136550	02/17/98
FSP	2281881	09/28/99
GIFTED & TALENTED	1527561	02/28/89
GIFTED & TALENTED	1944317	12/26/95
HEALTHY HABITS FOR KIDS	2497340	10/09/01
HOMEWORK HELPERS	1888442	04/11/95



Mark	Registration No.	Registration Date
INSTANT SHOWCASE	2684327	02/04/03
INSTRUMENTMAKER	1515230	12/06/88
JUDY	708362	12/13/60
JUDY/INSTRUCTO	1378066	01/14/86
LUCKY PENNY	2632545	10/08/02
MAKE TODAY COUNT	2279483	09/21/99
MATH 2 MASTER	3036804	12/27/05
NUMBERMAZE	1617464	10/16/90
OUR SCHOOL IS SPECIAL... THANKS TO YOU!	2552013	03/26/02
PEG-IT	2401523	11/07/00
POCKET CHANGE	2632544	10/08/02
PUBLISHING SPECIAL BOOKS FOR SPECIAL KIDS	2053174	04/15/97
SPECIAL KIDS IN SCHOOL	1965208	04/02/96
SPOT THE CLOCK	2610356	08/20/02
STEPPING STONES	1629285	12/25/90
SUBSTANCE FREE KIDS	2273146	08/24/99
THE BUREAU FOR AT-RISK YOUTH	1963243	03/19/96
THEME-A-SAURUS	1658192	09/24/91

### Pending Applications

Mark	Application No.	Filing Date
EDUCATORS SYMPOSIUM ENGAGE, INFORM & INSPIRE and Design	78660655	06/29/05
SCHOOL SMART and Design	78630775	05/16/05
SCHOOL SPECIALTY ONLINE and Design	78628899	05/12/05
SUNBURST VISUAL MEDIA and Design	78230966	03/27/03
SUNBURST VISUAL MEDIA and Design	78230965	03/27/03
TEACHER'S VIDEO COMPANY	78454953	07/22/04
SCHOOL SPECIALTY EDUCATORS SYMPOSIUM ENGAGE, INFORM & INSPIRE and Design	78744234	11/01/05
BOOK NOTES	78461696	08/04/04
BY AIR, SEA, AND LAND	78456464	07/26/04
CHILDSWORK CHILDSPLAY	78564246	02/10/05
CLASSROOM DESIGNER	78655754	06/22/05
CURRICULUM CLIPS	78437910	06/18/04
EXTREME READERS	78683855	08/02/05
GRACE PUBLICATIONS	75008690	10/23/95
HEAVENLY HELPERS	75734494	06/23/99
LIGHTNING READERS	78486437	09/20/04
MILESTONE	78404226	04/19/04
SCHOOL SMART	78630773	05/16/05
SCHOOL SPECIALTY EDUCATORS' SYMPOSIUM ENGAGE INFORM INSPIRE and Design	78744234	11/01/05
TEACHER'S MEDIA COMPANY	78364967	02/09/04
TWISTERS READERS	78486435	09/20/04

CHAR1\884166v1

RECORDED: 07/31/2006

TRADEMARK  
REEL: 003358 FRAME: 0857