

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
School Specialty, Inc.		04/23/2010	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative 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: 28			
Property Type	Number	Word Mark	
Registration Number:	3223075	WORDS I USE WHEN I WRITE	
Registration Number:	3217686	WORDLY WISE 3000	
Registration Number:	3350057	CLASSROOM SELECT	
Registration Number:	3327134	SAX	
Registration Number:	3687338	YOU FOCUS ON ACHIEVEMENT, WE FOCUS ON YOU	
Registration Number:	3646434	NATURE'S IMPRESSIONS	
Registration Number:	3652327	HELPING EDUCATORS ENGAGE AND INSPIRE STUDENTS OF ALL AGES AND ABILITIES TO LEARN	
Registration Number:	3617281	SITTON SPELLING AND WORD SKILLS	
Registration Number:	3618327	VOCABULARY FROM CLASSICAL ROOTS	
Registration Number:	3614545	VOCABULARY FROM CLASSICAL ROOTS	
Registration Number:	3444300	BECKLEY CARDY	
Registration Number:	3381536	SOUNDS SENSIBLE	
Registration Number:	3423913	LITERACY LEADERS	

OP \$715.00 3223075

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TRADEMARK
 REEL: 004194 FRAME: 0469

Registration Number:	3550881	MAGTILES
Registration Number:	3446159	TOUCH-UNITS
Registration Number:	2335381	SPELL CHECK
Registration Number:	2757555	ACADEMY OF MATH
Registration Number:	2713411	ACADEMY OF READING
Registration Number:	2501650	AUTOSKILL
Serial Number:	77889829	SCHOOL SPECIALTY INTERVENTION
Serial Number:	77787852	WEXPLORE
Serial Number:	77787848	SCHOOL SPECIALTY WEXPLORE
Serial Number:	77783358	EPS
Serial Number:	77782872	EPS
Serial Number:	77704182	FREY CHOICE
Serial Number:	77704180	FREY SELECT
Serial Number:	77704177	FREY SECURE
Serial Number:	77682097	PROJECTS BY DESIGN

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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 Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-4566 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	04/28/2010

Total Attachments: 3
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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 Security Agreement dated as of April 23, 2010 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative 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 Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative 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.

Very truly yours,

SCHOOL SPECIALTY, INC.,
a Wisconsin corporation

By: 

Name: David Vander Ploeg
Title: Chief Financial Officer

Acknowledged and Accepted:

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

By: _____

Name: Anthea Del Bianco
Title: Vice President

NOTICE
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Very truly yours,

SCHOOL SPECIALTY, INC.,
a Wisconsin corporation

By: _____
Name: David Vander Ploeg
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative 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.	Registration Date
WORDS I USE WHEN I WRITE	3223075	03/27/07
WORDLY WISE 3000	3217686	03/13/07
CLASSROOM SELECT and Design	3350057	12/04/07
SAX and Design	3327134	10/30/07
YOU FOCUS ON ACHIEVEMENT, WE FOCUS ON YOU	3687338	09/22/09
NATURE'S IMPRESSIONS	3646434	06/30/09
HELPING EDUCATORS ENGAGE AND INSPIRE STUDENTS OF ALL AGES AND ABILITIES TO LEARN	3652327	07/07/09
SITTON SPELLING AND WORD SKILLS	3617281	05/05/09
VOCABULARY FROM CLASSICAL ROOTS	3618327	05/12/09
VOCABULARY FROM CLASSICAL ROOTS	3614545	05/05/09
BECKLEY CARDY and Design	3444300	06/10/08
SOUNDS SENSIBLE	3381536	02/12/08
LITERACY LEADERS	3423913	05/06/08
MAGTILES	3550881	12/23/08
TOUCH-UNITS	3446159	06/10/08
SPELL CHECK	2335381	03/28/00
ACADEMY OF MATH	2757555	08/26/03
ACADEMY OF READING	2713411	05/06/03
AUTOSKILL	2501650	10/30/01

Pending Applications

Mark	Application No.	Filing Date
SCHOOL SPECIALTY INTERVENTION	77889829	12/09/09
WEXPLORE	77787852	07/23/09
SCHOOL SPECIALTY WEXPLORE	77787848	07/23/09
EPS	77783358	07/17/09
EPS	77782872	07/16/09
FREY CHOICE	77704182	04/01/09
FREY SELECT	77704180	04/01/09
FREY SECURE	77704177	04/01/09
PROJECTS BY DESIGN	77682097	03/03/09