

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Dissolution and Transfer		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Autoskill International, Inc.,		11/20/2009	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	School Specialty, Inc.		
Street Address:	P.O. Box 1579		
City:	Appleton		
State/Country:	WISCONSIN		
Postal Code:	54912-1579		
Entity Type:	CORPORATION: WISCONSIN		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2757555	ACADEMY OF MATH	
Registration Number:	2713411	ACADEMY OF READING	
Registration Number:	2501650	AUTOSKILL	
CORRESPONDENCE DATA			
Fax Number:	(414)273-5198		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414-273-3500		
Email:	nakees@gklaw.com		
Correspondent Name:	Nicholas A. Kees; Godfrey & Kahn, S.C.		
Address Line 1:	780 N. Water Street		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	009316-0000		
NAME OF SUBMITTER:	Nicholas A. Kees		
Signature:	/Nicholas A. Kees/		

CH \$90.00 2757555

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 REEL: 004201 FRAME: 0212

Date:

05/07/2010

Total Attachments: 7

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ARTICLES OF DISSOLUTION - STOCK FOR-PROFIT CORPORATION

AUTOSKILL INTERNATIONAL, INC.

A. Name of the corporation: _____

B. Indicate method of dissolution by checking (X) the appropriate choice below. (Check and complete either section 1 or section 2)

1. Dissolution by BOARD OF DIRECTORS AND SHAREHOLDERS

Authority to dissolve the corporation in accordance with sec. 180.1402 of the Wisconsin Statutes was granted on 11/20/09 (Date)

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OR

2. Dissolution BEFORE ISSUANCE OF SHARES

The corporation was incorporated on _____ (Date)

None of the corporation's shares have been issued; no debt of the corporation remains unpaid; and dissolution under sec. 180.1401 of the Wisconsin Statutes was authorized by (indicate which by checking (X) the appropriate choice below)

the incorporators OR the board of directors

C. OPTIONAL (NOTE: Unless a dissolved corporation terminates rights to its corporate name, the name may not be used by any other entity for a period of 120 days following the effective date of dissolution. Mark (X) the statement below if you want to release rights to the name so that another entity may immediately adopt the name.)

The corporation terminates all rights to its corporate name on the effective date of its articles of dissolution.

D. Executed on NOVEMBER 20, 2009 (Date)

David J. Vander Zanden
(Signature)

Title: President Secretary
or other officer title _____

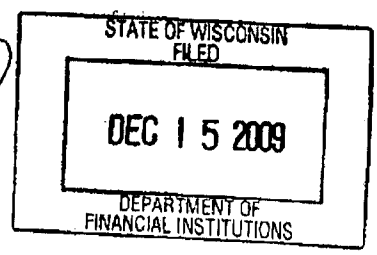
DAVID J. VANDER ZANDEN
(Printed name)

This document was drafted by JOSEPH F. FRANZOI IV
(Name the individual who drafted the document)

FILING FEE - \$20.00 See instructions, suggestions and procedures on following pages.
DFI/CORP/10(R06/30/09) Use of this form is voluntary.

ARTICLES OF DISSOLUTION – Stock, For-Profit Corporation \$20.00

FRANZOI & FRANZOI, S.C.
514 RACINE STREET
MENASHA, WI 54952



Your name, return address and phone number during the day: (920) 725 - 3916

INSTRUCTIONS (Ref. sec. 180.1401 and 180.1403, Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$20.00**, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). Sign the document manually or otherwise as allowed under sec. 180.0103 (16). **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TTY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

- A. Indicate the name of the corporation.
- B. Select and mark (X) the appropriate choice to reflect the method of dissolving the corporation, and complete either section 1 or 2.
 - 1. If by action of the Board of Directors and Shareholders under sec. 180.1402, Wis. Stats., enter the date on which authority was granted to dissolved the corporation.
 - 2. If by action of the Incorporators or Board of Directors under sec. 180.1401, Wis. Stats., enter the corporation's date of incorporation and mark (X) the appropriate choice to indicate which body authorized dissolution of the corporation.
- C. The dissolving corporation retains exclusive rights to its corporate name for 120 days after the effective date of its articles of dissolution, but may terminate its rights earlier by a statement in its articles of dissolution. If this is desired, mark (X) this optional remark. The preprinted remark may be modified to state a particular date within the 120 day period, if desired.
- D. Enter the date of execution of the document, and the name and title of the person signing the document. The document is to be signed by one of the following: **an officer** of the corporation or an incorporator if directors have not been selected, or the fiduciary if the corporation is in the hands of a **receiver, trustee or other court-appointed fiduciary**. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) , Wis. Stats., provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner. If the document is not executed in Wisconsin, enter that remark.

Filing articles of dissolution does not satisfy a corporation's obligation to file a **Final Return** with tax authorities, if a return is due. For particulars, contact WI Department of Revenue at (608) 266-0800 or <http://www.revenue.wi.gov/html/taxcorp.html>.

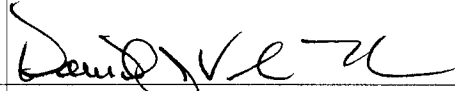
BILL OF SALE

FOR GOOD AND VALUABLE CONSIDERATION, in the amount of one dollar (\$1.00), the receipt and sufficiency of which is hereby acknowledged, **AutoSkill International, Inc.**, a Wisconsin corporation (the "Transferor"), hereby conveys, grants, bargains, sells, transfers, assigns and delivers unto **School Specialty, Inc.**, a Wisconsin corporation (the "Transferee"), its successors and assigns forever all of the Seller's right, title and interest in and to all of the assets and liabilities of the Transferor.

TO HAVE AND TO HOLD all of the assets hereby assigned, transferred and conveyed unto the Buyer, its successors and assigns, to its and their own use forever free and clear of all liens and encumbrances of any type or nature except as may be subject to the assumed liabilities of the Transferor.

IN WITNESS WHEREOF, the Seller has executed this instrument as of the 20th day of November, 2009.

AUTOSKILL INTERNATIONAL, INC.



David J. Vander Zanden, President

The terms of this Bill of Sale are agreed to and accepted by:

SCHOOL SPECIALTY, INC.



David J. Vander Zanden, CEO

**UNANIMOUS CONSENT OF SHAREHOLDER
AND DIRECTOR OF AUTOSKILL INTERNATIONAL, INC.**

DATED: November 20, 2009

The undersigned, being the sole Shareholder and Director of Autoskill International, Inc, a Wisconsin corporation (hereinafter the "Company"), acting pursuant to Sections 180.0704 and 180.0821 of the Wisconsin Business Corporation Law, hereby unanimously consents to the adoption of the following resolutions and actions contemplated therein, with said consent to have the same force and effect as a unanimous vote thereon:

RESOLVED: That the following Plan of Liquidation and Dissolution be followed:

1. The Company will proceed to sell and dispose of such of its properties for such consideration and upon such terms as determined by David J. Vander Zanden, the President of the Company.
2. David J. Vander Zanden, as President, shall be authorized to execute on behalf of the Company and thereby bind the Company to the terms of a Bill of Sale and any other necessary transfer documents which are requisite to consummate the transfer of assets contemplated herein.
3. At the date or dates the Board of Directors (the "Board") determines, the Company will cease to carry on any business, except as may be necessary to properly wind up its affairs, will take the necessary steps to complete formal dissolution under the Wisconsin General Corporation Law and will withdraw from all jurisdictions in which it is qualified to do business.
4. The Company will then proceed to collect its assets and, after paying or adequately providing for the payment of all of its obligations (including liabilities owned by the Company to the Shareholder of the Company), it will distribute the remainder of its assets either in cash or in kind, in one or more distributions (all as determined by the Board without further approval of the stockholder) to its stockholder, as follows:

It will distribute to the holder of its Common Stock, all of its remaining assets, property, and rights (less any assets retained to meet claims of creditors), in complete cancellation of all the outstanding shares of the Common Stock.
5. The Board is authorized and empowered to take all necessary steps to complete the liquidation of the Company as provided in this Plan, including, without limitation, to arbitrate any claims outstanding against the Company, sell all assets deemed appropriate, and distribute all assets.

6. At any time before the filing of Articles of Dissolution with the Department of Financial Institutions of the State of Wisconsin pursuant to Section 180.1402 through 180.1407 of the Wisconsin General Corporation Law, if it deems it to be in the best interests of the Company, the Board may abandon this Plan, provided that, notwithstanding this power of the Board, the Plan shall be fully effective from and after the date of the adoption in the event there shall be no such Board action
7. As soon as possible subsequent to the filing of Articles of Dissolution, the Secretary of the Company, pursuant to Section 180.1407(1) shall publish a Class 1 notice of the Wisconsin Statutes in order to limit the period of time during which claims of third parties may be filed against the Company, its directors, officers, and/or shareholders.

RESOLVED: That the past actions of David J. Vander Zanden, as President, from the inception of the Company to date, are hereby retroactively approved by the Board of Directors. It is further acknowledged that this individual has rights of indemnification under the following terms, with this indemnification to survive beyond the liquidation of the Company:

1. Subject to the conditions hereinafter set forth, the Company shall indemnify its director or officer, or former directors or officers, or any person who is serving or has served at its request as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), settlement payments, judgments and fines, actually and reasonably incurred by any such person in connection with the defense of any action, suit, or proceeding, or appeal therefrom, or threat of claim of such action, suit, or proceeding (including an action by or in the right of the Company) to which he or she is made a party by reason of being or having been a director, officer, employee, or agent of the Company or of such other entity; provided, however, in the case of an action by or in the right of the Company no indemnification shall be made in respect to any claim, issue, or matter as to which any such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the Company, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses for which such court shall deem proper.
2. Except with respect to expenses (including attorneys' fees) actually and reasonably incurred by any such director, officer, employee, or agent in the successful defense (on the merits or otherwise) or any action, suit, or proceeding referred to herein, or in the defense of any claim, issue, or matter therein, indemnification shall be made hereunder only if it shall be determined by (i) the

board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding ("disinterested parties"), (ii) independent legal counsel in a written opinion, if such quorum is not obtainable or if a quorum of disinterested directors so directs, or (iii) by the shareholder of the Company, that the person to be indemnified (1) acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company; and (2) with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Any such determination shall be conclusive and not subject to challenge. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

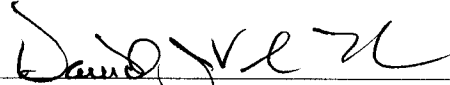
3. Such indemnification shall not be deemed exclusive of any other rights to which the persons indemnified may be entitled under law, agreement, vote of shareholders or otherwise, and the right to such indemnification shall inure to the benefits of the heirs, executors, and administrators of any person entitled to indemnification hereunder. It is the intent of this provision that all persons entitled to indemnification hereunder be indemnified as fully and completely as may be allowed under the statutes of the State of Wisconsin or under any other applicable rules or principles of law and under all circumstances and conditions.
4. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Company in advance of the final disposition of such action, suit, or proceeding if authorized in the manner set forth in this section upon receipt of an undertaking to the Company by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Company as authorized by this paragraph.
5. The Company shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Company would have the power to indemnify him or her against such liability under the provisions of this paragraph.

RESOLVED: That the Company shall effectively dissolve on and that the Company does hereby terminate any temporary or contingent agreements of any nature between itself and

any outstanding employees, effective the date of filing of the Articles of Dissolution with the Wisconsin Department of Financial Institutions.

Dated this 20 day of November 2009.

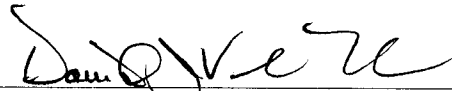
DIRECTOR



David J. Vander Zanden

SHAREHOLDER

School Specialty, Inc.



David J. Vander Zanden, CEO