

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		05/22/2012	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	School Specialty, Inc.
Street Address:	P.O. Box 1579
City:	Appleton
State/Country:	WISCONSIN
Postal Code:	54913-1579
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 63

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

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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
Registration Number:	3218948	MAKING CONNECTIONS
Registration Number:	3218947	EPS PHONICS PLUS
Registration Number:	3103791	CLASSROOM DESIGNER
Registration Number:	3735305	SCHOOL SMART
Registration Number:	3376477	SCHOOL SMART
Registration Number:	3437742	SCHOOL SPECIALTY ONLINE
Registration Number:	3033079	EDUCATION ESSENTIALS
Registration Number:	3024505	
Registration Number:	3007875	SCHOOL SPECIALTY THE POWER OF TEACHING THE WONDERS OF LEARNING
Registration Number:	2924357	BLOOMING ARTISTS
Registration Number:	3039679	EPS
Registration Number:	2988601	EDUCATORS PUBLISHING SERVICE
Registration Number:	2730228	ULTRA PLUS
Registration Number:	2589390	JUNEBOX
Registration Number:	2589388	JUNEBOX.COM
Registration Number:	2589382	JUNEBOX.COM
Registration Number:	2393552	FREY SCIENTIFIC
Registration Number:	2393549	BRODHEAD GARRETT
Registration Number:	2543407	PREMIER SCIENCE

Registration Number:	3162946	CLASSROOM SELECT
Registration Number:	2434267	CLAIMS TO FAME
Registration Number:	2407936	SAX
Registration Number:	2281714	EPS
Registration Number:	2292730	EPS
Registration Number:	2287995	EPS
Registration Number:	2279489	EPS
Registration Number:	2279483	MAKE TODAY COUNT
Registration Number:	2276181	EXPLODE THE CODE
Registration Number:	2325691	PRIMARY PHONICS
Registration Number:	2278178	WORDLY WISE
Registration Number:	2351297	SCHOOL SPECIALTY
Registration Number:	2257283	SAX
Registration Number:	2163913	SOUNDS SENSIBLE
Registration Number:	2086842	SCHOOL SPECIALTY
Registration Number:	2465862	TOUCHPHONICS

CORRESPONDENCE DATA

Fax Number: 4142735198
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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Correspondent Name: Nicholas A. Kees; Godfrey & Kahn, S.C.
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ATTORNEY DOCKET NUMBER:	009316-0870
NAME OF SUBMITTER:	Nicholas A. Kees
Signature:	/Nicholas A. Kees/
Date:	05/23/2012

Total Attachments: 4
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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of May 22, 2012 ("Release"), is made by Bank of America, N.A., as Administrative Agent and as successor in interest to the Collateral Agent (as defined below) (in such capacities, the "Administrative Agent") in favor of School Specialty, Inc., a Wisconsin corporation ("Grantor").

WHEREAS, pursuant to the Security Agreement dated as of April 23, 2010 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the "Security Agreement") by and among the Grantors party thereto and the Administrative Agent, each Grantor granted to the Administrative Agent, for the benefit of the holders of the Secured Obligations, a continuing security interest in any and all right, title and interest of such Grantor in, to, and under all the Trademarks, Trademark Licenses, and Proceeds of the foregoing;

WHEREAS, pursuant to the Security Agreement, Grantor executed and delivered to Administrative Agent, for the benefit of the holders of the Secured Obligations, the Notice of Grant of Security Interest in Trademarks dated as of April 23, 2010 ("Notice");

WHEREAS, the Notice was recorded at the United States Patent and Trademark Office ("USPTO") on April 28, 2010 at Reel 4194 Frame 0469.

WHEREAS, pursuant to the Intellectual Property Security Interest Assignment Agreement dated as of April 23, 2010 ("IP Assignment"), Bank of America, N.A., in its capacity as Collateral Agent, Administrative Agent, Agent, and successor in interest to NationsBank, N.A., as Administrative Agent ("Collateral Agent") assigned to Administrative Agent all of its right, title, and interest to the Security Instrument (as defined in the IP Assignment), which included all security interests and liens on intellectual property and associated recordings granted by Grantor to Collateral Agent; and

WHEREAS, the IP Assignment was recorded at the USPTO on April 28, 2010 at Reel 4194 Frame 0512.

NOW THEREFORE, in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, Administrative Agent, on behalf of the holders of the Secured Obligations, and Grantor agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement, Notice, or IP Assignment.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the holders of the Secured Obligations, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the mortgage, pledge, and hypothecation and lien on and security interest in and to any and all rights, title, and interests in, to, and under all the Trademarks, Trademark Licenses, and Proceeds of the foregoing, including, without limitation, the foregoing listed on Schedule A attached hereto; and

(b) authorizes the recordation of this Release with the USPTO.

SECTION 3. Choice of Law. This Release shall be governed by and construed in accordance with the laws of the State of North Carolina.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the holders of the Secured Obligations, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

Bank of America, N.A., as Administrative Agent

By: Anthea Del Bianco

Name: Anthea Del Bianco

Title: Vice President

Schedule A

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

U.S. Trademarks Subject to Notice

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

U.S. Trademarks Subject to IP Assignment

Registered Marks

Mark	Registration No.	Registration Date
MAKING CONNECTIONS	3218948	03/13/07
EPS PHONICS PLUS	3218947	03/13/07

Mark	Registration No.	Registration Date
CLASSROOM DESIGNER	3103791	06/13/06
SCHOOL SMA+RT and Design	3735305	01/05/10
SCHOOL SMART	3376477	01/29/08
SCHOOL SPECIALTY ONLINE and Design	3437742	05/27/08
EDUCATION ESSENTIALS	3033079	12/20/05
Design only	3024505	12/06/05
SCHOOL SPECIALTY THE POWER OF TEACHING THE WONDERS OF LEARNING and Design	3007875	10/18/05
BLOOMING ARTISTS	2924357	02/01/05
EPS and Design	3039679	01/10/06
EDUCATORS PUBLISHING SERVICE	2988601	08/30/05
ULTRA PLUS	2730228	06/24/03
JUNEBOX	2589390	07/02/02
JUNEBOX.COM and Design	2589388	07/02/02
JUNEBOX.COM	2589382	07/02/02
FREY SCIENTIFIC	2393552	10/10/00
BRODHEAD GARRETT	2393549	10/10/00
PREMIER SCIENCE	2543407	02/26/02
CLASSROOM SELECT	3162946	10/24/06
CLAIMS TO FAME	2434267	03/06/01
SAX and Design	2407936	11/28/00
EPS and Design	2281714	09/28/99
EPS	2292730	11/16/99
EPS	2287995	10/19/99
EPS	2279489	09/21/99
MAKE TODAY COUNT	2279483	09/21/99
EXPLODE THE CODE	2276181	09/07/99
PRIMARY PHONICS	2325691	03/07/00
WORDLY WISE	2278178	09/14/99
SCHOOL SPECIALTY and Design	2351297	05/23/00
SAX	2257283	06/29/99
SOUNDS SENSIBLE	2163913	06/09/98
SCHOOL SPECIALTY	2086842	08/12/97
TOUCHPHONICS	2465862	07/03/01