

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
School Specialty, Inc.		01/31/2013	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Bayside Finance LLC, as Agent
Street Address:	600 Fifth Avenue, 24th Floor
Internal Address:	c/o Capital Finance Inc.
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Serial Number:	85739308	ABC
Serial Number:	85744810	ABC
Serial Number:	85752878	ABC
Serial Number:	85758695	ABC
Serial Number:	85764916	ABC
Registration Number:	2757555	ACADEMY OF MATH
Registration Number:	2713411	ACADEMY OF READING
Registration Number:	4252622	AUTOSKILL
Registration Number:	2501650	AUTOSKILL
Registration Number:	3444300	BECKLEY CARDY
Registration Number:	2393549	BRODHEAD GARRETT
Serial Number:	85600067	CATT
Registration Number:	2434267	CLAIMS TO FAME

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Registration Number:	3162946	CLASSROOM SELECT
Registration Number:	3350057	CLASSROOM SELECT
Registration Number:	4091699	CLASSROOM SELECT
Serial Number:	85053659	CVB CONTENT-AREA VOCABULARY BUILDER
Registration Number:	4140407	CVB CONTENT-AREA VOCABULARY BUILDER
Registration Number:	3033079	EDUCATION ESSENTIALS
Registration Number:	2988601	EDUCATORS PUBLISHING SERVICE
Registration Number:	3813140	EPS
Registration Number:	3798641	EPS
Registration Number:	2287995	EPS
Registration Number:	2292730	EPS
Registration Number:	3039679	EPS
Registration Number:	2281714	EPS
Registration Number:	2279489	EPS
Registration Number:	3218947	EPS PHONICS PLUS
Registration Number:	2276181	EXPLODE THE CODE
Registration Number:	3842515	FREY CHOICE
Registration Number:	2393552	FREY SCIENTIFIC
Registration Number:	3842513	FREY SECURE
Registration Number:	3842514	FREY SELECT
Registration Number:	3652327	HELPING EDUCATORS ENGAGE AND INSPIRE STUDENTS OF ALL AGES AND ABILITIES TO LEARN
Registration Number:	4089263	LEARNING OUTLET
Registration Number:	3423913	LITERACY LEADERS
Registration Number:	3550881	MAGTILES
Registration Number:	3218948	MAKING CONNECTIONS
Serial Number:	85654564	PATH DRIVER
Serial Number:	85566908	PATH DRIVER FOR MATH
Serial Number:	85655326	PATH DRIVER FOR MATH USE DATA TO DRIVE A PATH TO SUCCESS
Serial Number:	85566906	PATH DRIVER FOR READING
Serial Number:	85655328	PATH DRIVER FOR READING USE DATA TO DRIVE A PATH TO SUCCESS
Registration Number:	4016804	PORTFOLIO
Registration Number:	2325691	PRIMARY PHONICS
Registration Number:	3852130	PROJECTS BY DESIGN

Registration Number:	4065748	RAISING STUDENT ACHIEVEMENT
Registration Number:	4065749	RAISING STUDENT ACHIEVEMENT
Registration Number:	3327134	SAX
Registration Number:	3376477	SCHOOL SMART
Registration Number:	3735305	SCHOOL SMART
Registration Number:	2086842	SCHOOL SPECIALTY
Registration Number:	3965024	SCHOOL SPECIALTY LITERACY AND INTERVENTION
Registration Number:	3437742	SCHOOL SPECIALTY ONLINE
Registration Number:	3007875	SCHOOL SPECIALTY THE POWER OF TEACHING THE WONDERS OF LEARNING
Registration Number:	3926476	SCHOOL SPECIALTY WEXPLORE
Registration Number:	3617281	SITTON SPELLING AND WORD SKILLS
Registration Number:	2163913	SOUNDS SENSIBLE
Registration Number:	3381536	SOUNDS SENSIBLE
Registration Number:	2335381	SPELL CHECK
Registration Number:	4213822	TEACHERS' DISCOUNT
Registration Number:	2465862	TOUCHPHONICS
Registration Number:	3446159	TOUCH-UNITS
Registration Number:	2730228	ULTRA PLUS
Registration Number:	3024505	
Registration Number:	3618327	VOCABULARY FROM CLASSICAL ROOTS
Registration Number:	3614545	VOCABULARY FROM CLASSICAL ROOTS
Registration Number:	2278178	WORDLY WISE
Registration Number:	3926477	WEXPLORE
Registration Number:	3217686	WORDLY WISE 3000
Registration Number:	3223075	WORDS I USE WHEN I WRITE
Registration Number:	3687338	YOU FOCUS ON ACHIEVEMENT, WE FOCUS ON YOU
Registration Number:	2279483	MAKE TODAY COUNT
Registration Number:	3646434	NATURE'S IMPRESSIONS
Registration Number:	2257283	SAX
Registration Number:	1918816	BABY BRIGHTS BOOKS
Registration Number:	3103791	CLASSROOM DESIGNER
Serial Number:	85158273	EDUCATOR PRICE
Registration Number:	2589390	JUNEBOX
Registration Number:	2589382	JUNEBOX.COM

Registration Number:	2543407	PREMIER SCIENCE
Registration Number:	3255321	SUBSTANCE FREE KIDS

CORRESPONDENCE DATA

Fax Number: 2128721002
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2128362264
Email: pgunn@akingump.com
Correspondent Name: Patricia Gunn, c/o Akin Gump
Address Line 1: One Bryant Park
Address Line 4: New York, NEW YORK 10036-6745

ATTORNEY DOCKET NUMBER:	687732.0004
NAME OF SUBMITTER:	Patricia Gunn
Signature:	/s/ Patricia Gunn
Date:	02/08/2013

Total Attachments: 9
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GRANT OF TRADEMARK SECURITY INTEREST

WHEREAS, SCHOOL SPECIALTY, INC., a Wisconsin corporation (“**Grantor**”), owns, and may in the future adopt and use, various intangible assets, including the Trademark Collateral (as defined below); and

WHEREAS, Grantor has entered into a Senior Secured Super Priority Debtor-in-Possession Credit Agreement, dated as of January 31, 2013 (as it may hereafter be amended, restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**” with the financial institutions named therein (collectively, together with their respective successors and assigns party to the Credit Agreement from time to time, the “**Lenders**”) and Bayside Finance LLC, as Agent for Lenders (in such capacity, “**Agent**”) pursuant to which Lenders have made certain commitments, subject to the terms and conditions set forth in the Credit Agreement, to make post-petition loans and advances and provide other financial accommodations to the Borrowers thereunder; and

WHEREAS, pursuant to the terms of a Security and Pledge Agreement, dated as of January 31, 2013 (as it may heretofore have been and as it may hereafter be further amended, restated, supplemented or otherwise modified from time to time, the “**Security and Pledge Agreement**”), among Grantor, Agent and the other grantors named therein, Grantor has created in favor of Agent, for the benefit of Secured Parties, a security interest in, and Agent has become a secured creditor with respect to, the Trademark Collateral. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Security and Pledge Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Security and Pledge Agreement, to evidence further the security interest granted by Grantor to Agent pursuant to the Security and Pledge Agreement, Grantor hereby grants to Agent, for the benefit of Secured Parties, a security interest in all of Grantor’s right, title and interest in and to the following, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located (the “**Trademark Collateral**”):

- (i) all rights, title and interest (including rights acquired pursuant to a license or otherwise) in and to all trademarks, service marks, designs, logos, indicia, tradenames, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other source and/or business identifiers and applications pertaining thereto, owned by such Grantor, or hereafter adopted and used, in its business (including, without limitation, the trademarks set forth on Schedule A annexed hereto) (collectively, the “**Trademarks**”), all registrations that have been or may hereafter be issued or applied for thereon in the United States and any state thereof and in foreign countries (including, without limitation, the registrations and applications set forth on Schedule A annexed hereto), all common law and other rights (including the right to sue in the name of Grantor or in the name of Agent or Lenders for past, present and future infringements)(but in no event any of the obligations) in and to the

Trademarks in the United States and any state thereof and in foreign countries, and all goodwill of such Grantor's business symbolized by the Trademarks and associated therewith; and

(ii) all proceeds, products, rents and profits of or from any and all of the foregoing Trademark Collateral and, to the extent not otherwise included, all payments under insurance (whether or not Agent is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Trademark Collateral. For purposes of this Grant of Trademark Security Interest, the term "**proceeds**" includes whatever is receivable or received when Trademark Collateral or proceeds are sold, licensed, exchanged, collected or otherwise disposed of, whether such disposition is voluntary or involuntary.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security and Pledge Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

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IN WITNESS WHEREOF, Grantor has caused this Grant of Trademark Security Interest to be duly executed and delivered by its officer thereunto.

SCHOOL SPECIALTY, INC.

By: *Michael D. Lovell*
Name: _____
Title: _____

SCHEDULE A
TO
TRADEMARK SECURITY AGREEMENT (Bayside)
School Specialty, Inc.
United States

Mark	Reg. No.	App. No.	Reg. Date	Filing Date
ABC		85/739,308		26-Sep-2012
ABC		85/744,810		03-Oct-2012
ABC		85/752,878		12-Oct-2012
ABC		85/758,695		19-Oct-2012
ABC		85/764,916		26-Oct-2012
ACADEMY OF MATH	2757555	78/107,494	26-Aug-2003	07-Feb-2002
ACADEMY OF READING	2713411	76/433,433	06-May-2003	23-Jul-2002
AUTOSKILL	4252622	85/440,105	04-Dec-2012	05-Oct-2011
AUTOSKILL	2501650	76/018,479	30-Oct-2001	05-Apr-2000
BECKLEY CARDY & Design	3444300	77/262,873	10-Jun-2008	23-Aug-2007
BRODHEAD GARRETT	2393549	75/843,310	10-Oct-2000	08-Nov-1999
CATT		85/600,067		17-Apr-2012
CLAIMS TO FAME	2434267		06-Mar-2001	
CLASSROOM SELECT	3162946	75/811,427	24-Oct-2006	28-Sep-1999
CLASSROOM SELECT & Design	3350057	78/846,980	04-Dec-2007	27-Mar-2006
CLASSROOM SELECT (stacked)	4091699	85/033,268	24-Jan-2012	07-May-2010
CVB CONTENT - AREA VOCABULARY BUILDER		85/053,659		03-Jun-2010
CVB CONTENT - AREA VOCABULARY BUILDER	4140407	85/976,429	08-May-2012	13-Feb-2012
EDUCATION ESSENTIALS	3033079	78/402,586	20-Dec-2005	15-Apr-2004
EDUCATORS PUBLISHING SERVICE	2988601	76/575,452	30-Aug-2005	17-Feb-2004

Mark	Reg. No.	App. No.	Reg. Date	Filing Date
EPS	3813140	77/783,358	06-Jul-2010	17-Jul-2009
EPS	3798641	77/782,872	08-Jun-2010	16-Jul-2009
EPS	2287995		19-Oct-1999	
EPS	2292730		16-Nov-1999	
EPS & Design	3039679	76/621,988	10-Jan-2006	22-Nov-2004
EPS & Design	2281714		28-Sep-1999	
EPS -CL16	2279489		21-Sep-1999	
EPS PHONICS PLUS	3218947	78/722,904	13-Mar-2007	29-Sep-2005
EXPLODE THE CODE	2276181		07-Sep-1999	
FREY CHOICE	3842515	77/704,182	31-Aug-2010	01-Apr-2009
FREY SCIENTIFIC	2393552	75/843,889	10-Oct-2000	08-Nov-1999
FREY SECURE	3842513	77/704,177	31-Aug-2010	01-Apr-2009
FREY SELECT	3842514	77/704,180	31-Aug-2010	01-Apr-2009
HELPING EDUCATORS ENGAGE AND INSPIRE STUDENTS OF ALL AGES AND ABILITIES TO LEARN	3652327	77/464,756	07-Jul-2009	02-May-2008
LEARNING OUTLET	4089263	85/327,528	17-Jan-2012	23-May-2011
LITERACY LEADERS	3423913	77/191,219	06-May-2008	26-May-2007
MAGTILES	3550881	77/149,992	23-Dec-2008	05-Apr-2007
MAKING CONNECTIONS	3218948	78/722,907	13-Mar-2007	29-Sep-2005
PATH DRIVER		85/654,564		18-Jun-2012
PATH DRIVER FOR MATH		85/566,908		12-Mar-2012
PATH DRIVER FOR MATH USE DATA TO DRIVE A PATH TO SUCCESS Logo		85/655,326		19-Jun-2012
PATH DRIVER FOR READING		85/566,906		12-Mar-2012

Mark	Reg. No.	App. No.	Reg. Date	Filing Date
PATH DRIVER FOR READING USE DATA TO DRIVE A PATH TO SUCCESS Logo		85/655,328		19-Jun-2012
PORTFOLIO	4016804	85/036,884	23-Aug-2011	12-May-2010
PRIMARY PHONICS	2325691		07-Mar-2000	
PROJECTS BY DESIGN	3852130	77/682,097	28-Sep-2010	03-Mar-2009
RAISING STUDENT ACHIEVEMENT	4065748	85/152,081	06-Dec-2011	13-Oct-2010
RAISING STUDENT ACHIEVEMENT Logo	4065749	85/152,082	06-Dec-2011	13-Oct-2010
SAX and Design	3327134	78/795,166	30-Oct-2007	19-Jan-2006
SCHOOL SMART	3376477	78/630,773	29-Jan-2008	16-May-2005
SCHOOL SMART & Design	3735305	78/630,775	05-Jan-2010	16-May-2005
SCHOOL SPECIALTY	2086842	74/712,553	12-Aug-1997	08-Aug-1995
SCHOOL SPECIALTY LITERACY AND INTERVENTION	3965024	85/090,230	24-May-2011	22-Jul-2010
SCHOOL SPECIALTY ONLINE (Design)	3437742	78/628,899	27-May-2008	12-May-2005
SCHOOL SPECIALTY THE POWER OF TEACHING. THE WONDERS OF LEARNING, & Design	3007875	78/331,687	18-Oct-2005	21-Nov-2003
SCHOOL SPECIALTY WEXPLORE	3926476	77/787,848	01-Mar-2011	23-Jul-2009
SITTON SPELLING AND WORD SKILLS	3617281	77/452,338	05-May-2009	18-Apr-2008
SOUNDS SENSIBLE	2163913		09-Jun-1998	
SOUNDS SENSIBLE	3381536	77/218,893	12-Feb-2008	29-Jun-2007
SPELL CHECK	2335381	75/648,445	28-Mar-2000	25-Feb-1999
TEACHERS' DISCOUNT	4,213,822	85/549,307	25-Sep-2012	22-Feb-2012
TOUCHPHONICS	2465862		03-Jul-2001	
TOUCH-UNITS	3446159	77/149,991	10-Jun-2008	05-Apr-2007

Mark	Reg. No.	App. No.	Reg. Date	Filing Date
ULTRA PLUS	2730228	76/302,139	24-Jun-2003	20-Aug-2001
VIC (MISCELLANEOUS DESIGN ONLY)	3024505	78/331,716	06-Dec-2005	21-Nov-2003
VOCABULARY FROM CLASSICAL ROOTS	3618327	77/420,054	12-May-2009	12-Mar-2008
VOCABULARY FROM CLASSICAL ROOTS	3614545	77/355,324	05-May-2009	19-Dec-2007
WEXPLORE	3926477	77/787,852	01-Mar-2011	23-Jul-2009
WORDLY WISE	2278178		14-Sep-1999	
WORDLY WISE 3000	3217686	78/879,989	13-Mar-2007	09-May-2006
WORDS I USE WHEN I WRITE	3223075	78/914,544	27-Mar-2007	22-Jun-2006
YOU FOCUS ON ACHIEVEMENT, WE FOCUS ON YOU	3687338	77/598,309	22-Sep-2009	22-Oct-2008
MAKE TODAY COUNT	2279483		21-Sep-1999	
NATURE'S IMPRESSIONS	3646434	77/598,303	30-Jun-2009	22-Oct-2008
SAX	2257283	75/525,966	29-Jun-1999	27-Jul-1998
BABY BRIGHTS BOOKS	1918816		12-Sep-1995	
CLASSROOM DESIGNER	3103791		13-Jun-2006	
EDUCATOR PRICE		85/158,273		21-Oct-2010
JUNEBOX	2589390		02-Jul-2002	
JUNEBOX.COM	2589382		02-Jul-2002	
PREMIER SCIENCE	2543407		26-Feb-2002	
SUBSTANCE FREE KIDS	3255321		26-Jun-2007	

SCHEDULE A
TO
TRADEMARK SECURITY AGREEMENT (Bayside)
School Specialty, Inc.
Canada

Mark	Reg. No.	App. No.	Reg. Date	Filing Date
ACADEMY OF MATH	TMA614425	1123254	08-Jul-2004	26-Nov-2001
ACADEMY OF READING	TMA553660	1049743	13-Nov-2001	08-Mar-2000
AUTOSKILL		1568321		12-Mar-2012
AUTOSKILL	TMA393997	673829	07-Feb-1992	16-Jan-1991
AUTOSKILL & Design	TMA415136	673830	06-Aug-1993	16-Jan-1991
BIRD IN HAND WOODWORKS & Design		1513321		31-Jan-2011
CLASSROOM SELECT & Design	TMA835,328	1500927	30-Oct-2010	25-Oct-2010
CLASSROOM SELECT Horizontal Logo	TMA835,312	1500934	30-Oct-2010	25-Oct-2010
CVB CONTENT - AREA VOCABULARY BUILDER	TMA829,324	1485406	07-Aug-2012	16-Jun-2010
EDUCATION ESSENTIALS	TMA654482	1230486	06-Dec-2005	16-Sep-2004
EPS	TMA557,206	0892122	31-Jan-2002	01-Oct-1998
EPS	TMA551,753	0834367	28-Sep-2001	23-Jan-1997
EPS	TMA550,546	0892123	10-Sep-2001	01-Oct-1998
EPS	TMA790904	1446509	16-Feb-2011	29-Jul-2009
EPS	TMA558,743	0894834	04-Mar-2002	08-Oct-1998
FREY CHOICE	TMA796468	1451837	02-May-2011	15-Sep-2009
FREY SECURE	TMA796480	1451833	02-May-2011	15-Sep-2009
FREY SELECT	TMA796481	1451834	02-May-2011	15-Sep-2009
HELPING EDUCATORS ENGAGE AND INSPIRE STUDENTS OF ALL AGES AND ABILITIES TO LEARN	TMA758568	1403756	02-Feb-2010	17-Jul-2008
LEARNING OUTLET		1550251		01-Nov-2011
MAKING CONNECTIONS	TMA748126	1388573	18-Sep-2009	25-Mar-2008
MISCELLANEOUS DESIGN	TMA724639	1218515	26-Sep-2008	28-May-2004
NATURE'S IMPRESSIONS	TMA785621	1422392	21-Dec-2010	18-Dec-2008
PATH DRIVER		1,586,716		18-Jul-2012
PATH DRIVER FOR MATH		1572059		05-Apr-2012
PATH DRIVER FOR MATH		1586714		18-Jul-2012
PATH DRIVER FOR READING		1572066		05-Apr-2012
PATH DRIVER FOR READING		1586715		18-Jul-2012
PORTFOLIO	TMA823596	1483658	08-May-2012	03-Jun-2010

Mark	Reg. No.	App. No.	Reg. Date	Filing Date
PROJECTS BY DESIGN	TMA805134	1448868	24-Aug-2011	20-Aug-2009
SCHOOL SMART	TMA734412	1269559	13-Feb-2009	23-Aug-2005
SCHOOL SMART & Design	TMA739508	1269561	06-May-2009	23-Aug-2005
SCHOOL SPECIALTY	TMA715934	1331578	04-Jun-2008	17-Jan-2007
SCHOOL SPECIALTY LITERACY AND INTERVENTION	TMA823587	1491322	08-May-2012	05-Aug-2010
SCHOOL SPECIALTY ONLINE & Design	TMA765953	1279025	06-May-2010	09-Nov-2005
SCHOOL SPECIALTY WEXPLORE	TMA805811	1466160	31-Aug-2011	18-Jan-2010
SOLUTION SCOLAIRE	TMA816276	1473175	26-Jan-2012	15-Mar-2010
SOLUTION SCOLAIRE & Design	TMA808345	1482471	05-Oct-2011	25-May-2010
WEXPLORE	TMA805814	1466159	31-Aug-2011	18-Jan-2010
JUNEBOX	TMA584711	1075925	08-Jul-2003	25-Sep-2000
JUNEBOX.COM	TMA584516	1075930	04-Jul-2003	25-Sep-2000
JUNEBOX.COM and Design	TMA584515	1075931	04-Jul-2003	25-Sep-2000