

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.		06/11/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Credit Suisse AG, Cayman Islands Branch
Street Address:	Eleven Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	Bank: SWITZERLAND

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	2757555	ACADEMY OF MATH
Registration Number:	2713411	ACADEMY OF READING
Registration Number:	2501650	AUTOSKILL
Registration Number:	4252622	AUTOSKILL
Registration Number:	3444300	BECKLEY CARDY
Registration Number:	2393549	BRODHEAD GARRETT
Registration Number:	4337403	CATT
Registration Number:	2434267	CLAIMS TO FAME
Registration Number:	3162946	CLASSROOM SELECT
Registration Number:	3350057	CLASSROOM SELECT
Registration Number:	4091699	CLASSROOM SELECT
Registration Number:	4140407	CVB CONTENT-AREA VOCABULARY BUILDER
Registration Number:	3033079	EDUCATION ESSENTIALS
Registration Number:	2988601	EDUCATORS PUBLISHING SERVICE

OP \$2065.00 2757555

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 STU
Registration Number:	4089263	LEARNING OUTLET
Registration Number:	3423913	LITERACY LEADERS
Registration Number:	3550881	MAGTILES
Registration Number:	2279483	MAKE TODAY COUNT
Registration Number:	3218948	MAKING CONNECTIONS
Registration Number:	3646434	NATURE'S IMPRESSIONS
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:	2048906	S.P.I.R.E.
Registration Number:	2257283	SAX
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 INTERVENTI
Registration Number:	3437742	SCHOOL SPECIALTY ONLINE
Registration Number:	3007875	SCHOOL SPECIALTY THE POWER OF TEACHING T
Registration Number:	3926476	SCHOOL SPECIALTY WEXPLORE

TRADEMARK

REEL: 005050 FRAME: 0112

	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:	3926477	WEXPLORE
Registration Number:	2278178	WORDLY WISE
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 YO
Serial Number:	85739308	ABC
Serial Number:	85744810	ABC
Serial Number:	85752878	ABC
Serial Number:	85758695	ABC
Serial Number:	85764916	ABC
Serial Number:	85654564	PATH DRIVER
Serial Number:	85566908	PATH DRIVER FOR MATH
Serial Number:	85655326	PATH DRIVER FOR MATH USE DATA TO DRIVE A
Serial Number:	85566906	PATH DRIVER FOR READING
Serial Number:	85655328	PATH DRIVER FOR READING USE DATA TO DRIV
Serial Number:	85894915	WORDLY WISE 3000
Serial Number:	85894284	WORDLY WISE SCIENCE
Serial Number:	85894299	WORDLY WISE SCIENCE & SOCIAL STUDIES
Serial Number:	85894302	WORDLY WISE SCIENCE & SOCIAL STUDIES
Serial Number:	85894288	WORDLY WISE SCIENCE
Serial Number:	85894291	WORDLY WISE SOCIAL STUDIES
Serial Number:	85894298	WORDLY WISE SOCIAL STUDIES

CORRESPONDENCE DATA

TRADEMARK
REEL: 005050 FRAME: 0113

Fax Number: 8004947512

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2023704761

Email: tfahey@nationalcorp.com

Correspondent Name: Thomas Fahey

Address Line 1: 1025 Vermont Avenue NW, Suite 1130

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F145115
NAME OF SUBMITTER:	Katherine Stewart
Signature:	/Katherine Stewart/
Date:	06/18/2013

Total Attachments: 8

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS**(Trademarks, Trademark Registrations and Trademark Applications)**

June 11, 2013

WHEREAS, School Specialty, Inc., a Delaware corporation (herein referred to as the “**Grantor**”) owns the Trademark Collateral (as defined below);

WHEREAS, School Specialty, Inc. (the “**Company**”), the subsidiaries of Company party thereto as Borrowers (together with Company, collectively, the “**Borrowers**”), the other Guarantors party thereto, the Lenders party thereto, and Credit Suisse AG, as Collateral Agent, are parties to a Credit Agreement dated as of June 11, 2013 (as amended from time to time, the “**Credit Agreement**”); and

WHEREAS, pursuant to (i) a Guarantee and Collateral Agreement dated as of June 11, 2013 (as amended and/or supplemented from time to time, the “**Security Agreement**”) among the Borrowers, the Guarantors party thereto and Credit Suisse AG, as Collateral Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, the “**Grantee**”), and (ii) certain other Security Documents (including this Notice of Grant of Security Interest in Trademarks), the Grantor has secured certain of its Obligations (the “**Secured Obligations**”) and guaranteed certain obligations of the Borrowers and the other Guarantors, as applicable, and secured such guarantee (the “**Grantor’s Secured Guarantee**”) by granting to the Grantee for the benefit of such Secured Parties a continuing security interest in personal property of the Grantor, including all right, title and interest of the Grantor in, to and under the Trademark Collateral (as defined below);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Grantee, to secure its Secured Obligations, including its Obligations under the Grantor’s Secured Guarantee, a continuing security interest in all of the Grantor’s right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the “**Trademark Collateral**”), whether now owned or existing or hereafter acquired or arising:

- (i) each Trademark (as defined in the Security Agreement) owned by the Grantor, including, without limitation, each Trademark registration and application referred to in Schedule 1 hereto, and all of the goodwill of the business connected with the use of, or symbolized by, each Trademark; and
- (ii) all proceeds of and revenues from the foregoing, including, without limitation, all proceeds of and revenues from any claim by the Grantor against third parties for past, present or future unfair competition with, or violation of intellectual property rights in connection with or injury to, or

infringement or dilution of, any Trademark owned by the Grantor (including, without limitation, any Trademark identified in Schedule 1 hereto); *provided* that no security interest shall be granted in any United States intent-to-use Trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use Trademark applications under applicable federal law.

The foregoing security interest is granted in conjunction with the security interests granted by the Grantor to the Grantee pursuant to the Security Agreement, and is expressly subject to the terms and conditions thereof. The Grantor acknowledges and affirms that the rights and remedies of the Grantee with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein and which shall override the terms hereof in the event of a conflict.

This Notice of Grant of Security Interest in Trademarks has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office (and any successor office).

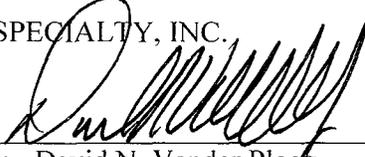
This Notice of Grant of Security Interest in Trademarks may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one original.

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IN WITNESS WHEREOF, the Grantor has caused this Notice of Grant of Security Interest in Trademarks to be duly executed by its officer thereunto duly authorized as of the date first written above.

SCHOOL SPECIALTY, INC.

By: _____


Name: David N. Vander Ploeg
Title: Executive Vice President, Chief
Financial Officer and Treasurer

[Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005050 FRAME: 0117

Acknowledged:

CREDIT SUISSE AG,
CAYMAN ISLANDS BRANCH,
as Collateral Agent

By: 
Name: William O'Daly
Title: Authorized Signatory

By: 
Name: Philipp Horat
Title: Authorized Signatory

**Schedule 1
to Notice of Grant
Security Interest in Trademarks**

SCHOOL SPECIALTY, INC.

U.S. TRADEMARK REGISTRATIONS

Mark	Bus. Unit / Owner	Status	Reg. No.	App. No.	Reg. Date	Filing Date
ACADEMY OF MATH	School Specialty, Inc.	Registered	2757555	78/107,494	26-Aug-2003	07-Feb-2002
ACADEMY OF READING	School Specialty, Inc.	Registered	2713411	76/433,433	06-May-2003	23-Jul-2002
AUTOSKILL	School Specialty, Inc.	Registered	2501650	76/018,479	30-Oct-2001	05-Apr-2000
AUTOSKILL	School Specialty, Inc.	Registered	4252622	85/440,105	04-Dec-2012	05-Oct-2011
BECKLEY CARDY & Design	School Specialty, Inc.	Registered	3444300	77/262,873	10-Jun-2008	23-Aug-2007
BRODHEAD GARRETT	School Specialty, Inc.	Registered	2393549	75/843,310	10-Oct-2000	08-Nov-1999
CATT	School Specialty, Inc.	Registered	4337403	85/600,067	21-May-2013	17-Apr-2012
CLAIMS TO FAME	School Specialty, Inc.	Registered	2434267		06-Mar-2001	
CLASSROOM SELECT	School Specialty, Inc.	Registered	3162946	75/811,427	24-Oct-2006	28-Sep-1999
CLASSROOM SELECT & Design	School Specialty, Inc.	Registered	3350057	78/846,980	04-Dec-2007	27-Mar-2006
CLASSROOM SELECT (stacked)	School Specialty, Inc.	Registered	4091699	85/033,268	24-Jan-2012	07-May-2010
CVB CONTENT - AREA VOCABULARY BUILDER	School Specialty, Inc.	Registered	4140407	85/976,429	08-May-2012	13-Feb-2012
EDUCATION ESSENTIALS	School Specialty, Inc.	Registered	3033079	78/402,586	20-Dec-2005	15-Apr-2004
EDUCATORS PUBLISHING SERVICE	School Specialty, Inc.	Registered	2988601	76/575,452	30-Aug-2005	17-Feb-2004
EPS	School Specialty, Inc.	Registered	3813140	77/783,358	06-Jul-2010	17-Jul-2009
EPS	School Specialty, Inc.	Registered	3798641	77/782,872	08-Jun-2010	16-Jul-2009
EPS	School Specialty, Inc.	Registered	2287995		19-Oct-1999	
EPS	School Specialty, Inc.	Registered	2292730		16-Nov-1999	
EPS & Design	School Specialty, Inc.	Registered	3039679	76/621,988	10-Jan-2006	22-Nov-2004
EPS & Design	School Specialty, Inc.	Registered	2281714		28-Sep-1999	

Mark	Bus. Unit / Owner	Status	Reg. No.	App. No.	Reg. Date	Filing Date
EPS -CL16	School Specialty, Inc.	Registered	2279489		21-Sep-1999	
EPS PHONICS PLUS	School Specialty, Inc.	Registered	3218947	78/722,904	13-Mar-2007	29-Sep-2005
EXPLODE THE CODE	School Specialty, Inc.	Registered	2276181		07-Sep-1999	
FREY CHOICE	School Specialty, Inc.	Registered	3842515	77/704,182	31-Aug-2010	01-Apr-2009
FREY SCIENTIFIC	School Specialty, Inc.	Registered	2393552	75/843,889	10-Oct-2000	08-Nov-1999
FREY SECURE	School Specialty, Inc.	Registered	3842513	77/704,177	31-Aug-2010	01-Apr-2009
FREY SELECT	School Specialty, Inc.	Registered	3842514	77/704,180	31-Aug-2010	01-Apr-2009
HELPING EDUCATORS ENGAGE AND INSPIRE STUDENTS OF ALL AGES AND ABILITIES TO LEARN	School Specialty, Inc.	Registered	3652327	77/464,756	07-Jul-2009	02-May-2008
LEARNING OUTLET	School Specialty, Inc.	Registered	4089263	85/327,528	17-Jan-2012	23-May-2011
LITERACY LEADERS	School Specialty, Inc.	Registered	3423913	77/191,219	06-May-2008	26-May-2007
MAGTILES	School Specialty, Inc.	Registered	3550881	77/149,992	23-Dec-2008	05-Apr-2007
MAKE TODAY COUNT	School Specialty, Inc.	Registered	2279483		21-Sep-1999	
MAKING CONNECTIONS	School Specialty, Inc.	Registered	3218948	78/722,907	13-Mar-2007	29-Sep-2005
NATURE'S IMPRESSIONS	School Specialty, Inc.	Registered	3646434	77/598,303	30-Jun-2009	22-Oct-2008
PORTFOLIO	School Specialty, Inc.	Registered	4016804	85/036,884	23-Aug-2011	12-May-2010
PRIMARY PHONICS	School Specialty, Inc.	Registered	2325691		07-Mar-2000	
PROJECTS BY DESIGN	School Specialty, Inc.	Registered	3852130	77/682,097	28-Sep-2010	03-Mar-2009
RAISING STUDENT ACHIEVEMENT	School Specialty, Inc.	Registered	4065748	85/152,081	06-Dec-2011	13-Oct-2010
RAISING STUDENT ACHIEVEMENT Logo	School Specialty, Inc.	Registered	4065749	85/152,082	06-Dec-2011	13-Oct-2010
S.P.I.R.E. (SPIRE)	School Specialty, Inc.	Registered	2048906		01-Apr-1997	
SAX	School Specialty, Inc.	Registered	2257283	75/525,966	29-Jun-1999	27-Jul-1998
SAX and Design	School Specialty, Inc.	Registered	3327134	78/795,166	30-Oct-2007	19-Jan-2006

Mark	Bus. Unit / Owner	Status	Reg. No.	App. No.	Reg. Date	Filing Date
SCHOOL SMART	School Specialty, Inc.	Registered	3376477	78/630,773	29-Jan-2008	16-May-2005
SCHOOL SMART & Design	School Specialty, Inc.	Registered	3735305	78/630,775	05-Jan-2010	16-May-2005
SCHOOL SPECIALTY	School Specialty, Inc.	Registered	2086842	74/712,553	12-Aug-1997	08-Aug-1995
SCHOOL SPECIALTY LITERACY AND INTERVENTION	School Specialty, Inc.	Registered	3965024	85/090,230	24-May-2011	22-Jul-2010
SCHOOL SPECIALTY ONLINE (Design)	School Specialty, Inc.	Registered	3437742	78/628,899	27-May-2008	12-May-2005
SCHOOL SPECIALTY THE POWER OF TEACHING. THE WONDERS OF LEARNING, & Design	School Specialty, Inc.	Registered	3007875	78/331,687	18-Oct-2005	21-Nov-2003
SCHOOL SPECIALTY WEXPLORE	School Specialty, Inc.	Registered	3926476	77/787,848	01-Mar-2011	23-Jul-2009
SITTON SPELLING AND WORD SKILLS	School Specialty, Inc.	Registered	3617281	77/452,338	05-May-2009	18-Apr-2008
SOUNDS SENSIBLE	School Specialty, Inc.	Registered	2163913		09-Jun-1998	
SOUNDS SENSIBLE	School Specialty, Inc.	Registered	3381536	77/218,893	12-Feb-2008	29-Jun-2007
SPELL CHECK	School Specialty, Inc.	Registered	2335381	75/648,445	28-Mar-2000	25-Feb-1999
TEACHERS' DISCOUNT	School Specialty, Inc.	Registered	4,213,822	85/549,307	25-Sep-2012	22-Feb-2012
TOUCHPHONICS	School Specialty, Inc.	Registered	2465862		03-Jul-2001	
TOUCH-UNITS	School Specialty, Inc.	Registered	3446159	77/149,991	10-Jun-2008	05-Apr-2007
ULTRA PLUS	School Specialty, Inc.	Registered	2730228	76/302,139	24-Jun-2003	20-Aug-2001
VIC (MISCELLANEOUS DESIGN ONLY)	School Specialty, Inc.	Registered	3024505	78/331,716	06-Dec-2005	21-Nov-2003
VOCABULARY FROM CLASSICAL ROOTS	School Specialty, Inc.	Registered	3618327	77/420,054	12-May-2009	12-Mar-2008
VOCABULARY FROM CLASSICAL ROOTS	School Specialty, Inc.	Registered	3614545	77/355,324	05-May-2009	19-Dec-2007
WEXPLORE	School Specialty, Inc.	Registered	3926477	77/787,852	01-Mar-2011	23-Jul-2009
WORDLY WISE	School Specialty, Inc.	Registered	2278178		14-Sep-1999	
WORDLY WISE 3000	School Specialty, Inc.	Registered	3217686	78/879,989	13-Mar-2007	09-May-2006
WORDS I USE WHEN I WRITE	School Specialty, Inc.	Registered	3223075	78/914,544	27-Mar-2007	22-Jun-2006
YOU FOCUS ON ACHIEVEMENT, WE FOCUS ON YOU	School Specialty, Inc.	Registered	3687338	77/598,309	22-Sep-2009	22-Oct-2008

U.S. TRADEMARK APPLICATIONS

Mark	Bus. Unit / Owner	Status	Reg. No.	App. No.	Reg. Date	Filing Date
ABC	School Specialty, Inc.	Pending		85/739,308		26-Sep-2012
ABC	School Specialty, Inc.	Pending		85/744,810		03-Oct-2012
ABC	School Specialty, Inc.	Pending		85/752,878		12-Oct-2012
ABC	School Specialty, Inc.	Pending		85/758,695		19-Oct-2012
ABC	School Specialty, Inc.	Pending		85/764,916		26-Oct-2012
PATH DRIVER	School Specialty, Inc.	Pending		85/654,564		18-Jun-2012
PATH DRIVER FOR MATH	School Specialty, Inc.	Pending		85/566,908		12-Mar-2012
PATH DRIVER FOR MATH USE DATA TO DRIVE A PATH TO SUCCESS Logo	School Specialty, Inc.	Pending		85/655,326		19-Jun-2012
PATH DRIVER FOR READING	School Specialty, Inc.	Pending		85/566,906		12-Mar-2012
PATH DRIVER FOR READING USE DATA TO DRIVE A PATH TO SUCCESS Logo	School Specialty, Inc.	Pending		85/655,328		19-Jun-2012
WORDLY WISE 3000	School Specialty, Inc.	Pending		85/894,915		04-Apr-2013
WORDLY WISE SCIENCE	School Specialty, Inc.	Pending		85/894,284		03-Apr-2013
WORDLY WISE SCIENCE & SOCIAL STUDIES	School Specialty, Inc.	Pending		85/894,299		03-Apr-2013
WORDLY WISE SCIENCE & SOCIAL STUDIES Logo	School Specialty, Inc.	Pending		85/894,302		03-Apr-2013
WORDLY WISE SCIENCE Logo	School Specialty, Inc.	Pending		85/894,288		03-Apr-2013
WORDLY WISE SOCIAL STUDIES	School Specialty, Inc.	Pending		85/894,291		03-Apr-2013
WORDLY WISE SOCIAL STUDIES Logo	School Specialty, Inc.	Pending		85/894,298		03-Apr-2013