

12-06-2000



RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

101540697

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 11-14-00

Resubmission (Non-Recordation)  
Document ID#

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Conveyance Type

Assignment  License

Security  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year  
09/30/98

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/676,209"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

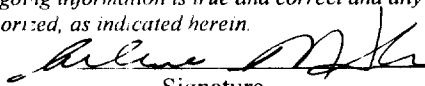
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Arlene D. Hanks  
Name of Person Signing

  
Signature

11-9-00  
Date Signed

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of September 30, 1998 (the "Security Agreement") by and among the obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A. (now known as Bank of America, N.A.), as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademark registrations and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARK APPLICATIONS

Trademark Application Number	Description of Trademark Applied For	Date of Trademark Application
75-676,209	SAX and Design	4/7/99

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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, trademark registration or trademark application.

Very truly yours.

SCHOOL SPECIALTY, INC., a Wisconsin corporation

By: *Karen A. Riching*  
Name: Karen A. Riching  
Title: Assistant Corporate Secretary

ACKNOWLEDGED AND ACCEPTED:

BANK OF AMERICA, N.A., a national banking  
association formerly known as NationsBank, N.A..  
as Agent

By: \_\_\_\_\_  
Name: Michael R. Heredia  
Title: Managing Director

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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, trademark registration or trademark application.

Very truly yours,

SCHOOL SPECIALTY, INC., a Wisconsin corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ACKNOWLEDGED AND ACCEPTED:

BANK OF AMERICA, N.A., a national banking association formerly known as NationsBank. N.A., as Agent

By:  \_\_\_\_\_

Name: Michael R. Heredia

Title: Managing Director

November 9, 2000

**Via Certified Mail**  
**7000 1670 0000 1033 6037**

Commissioner of Patents and Trademarks  
**BOX ASSIGNMENTS**  
Washington, D.C. 20231

**Arlene D. Hanks**  
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Durham, NC 27702-3843

**Re: Recordation of Notice of Grant of Security Interest in Trademarks.**

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed September 30, 1998, between School Specialty, Inc. and Bank of America, N.A., as Agent;
3. Check No. 31014 in the amount of Forty Dollars (\$40.00);
4. Postcard acknowledgment of filed Notice of Grant of Security Interest in Trademarks documents.

Sincerely yours,

Moore & Van Allen PLLC



Arlene D. Hanks

**CERTIFICATE OF MAILING**

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

Kim Oakley  
(Typed or printed name of person signing the certificate)

K Oakley  
(Signature of the person signing the certificate)

11-9-2000  
(Date of Signature)