

12-13-2000

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

11.13.00

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

New

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

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.)

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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

12/12/2000 6TON11 00000347 75891784

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40.00 OP
250.00 OP

TRADEMARK
REEL: 002193 FRAME: 0518

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="75/891,784"/>	<input type="text" value="75/843,347"/>	<input type="text" value="75/843,307"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/843,951"/>	<input type="text" value="75/843,342"/>	<input type="text" value="75/822,509"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/843,889"/>	<input type="text" value="75/843,310"/>	<input type="text" value="75/822,508"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

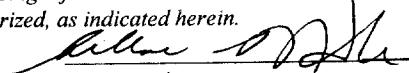
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party Mark if additional names of conveying parties attached
Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party Mark if additional names of receiving parties attached
Enter Additional Receiving Party

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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

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Trademark Application Number(s)

Registration Number(s)

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
75-891,784	SMARTMATCH	1/7/00
75-843,951	FREY ELEMENTS	11/6/99
75-843,889	FREY SCIENTIFIC	11/8/99
75-843,347	CUSTOM DESIGNED CONCEPTS	11/8/99
75-843,342	FREY EDUCATIONAL RESOURCES	11/8/99
75-843,310	BRODHEAD GARRETT	11/8/99
75-843,307	FREY EXPLORER	11/8/99
75-822,509	XCURSION	10/14/99
75-822,508	XCURSION	10/14/99
75-822,505	SAFEFILTER	10/14/99
75-811,427	CLASSROOM SELECT	9/28/99

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
(successor by merger to School Specialty, Inc., a Delaware 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.

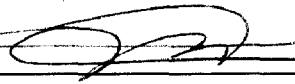
Very truly yours,

SCHOOL SPECIALTY, INC., a Wisconsin corporation
(successor by merger to School Specialty, Inc., a Delaware 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