

03-01-2001



101623973

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

Submission Type

- New
- Resubmission Document ID#  (Non-Recordation)
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  002187 Frame #  0603

Conveyance Type

- Assignment  License
- Security  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other  Notice of Grant of Security Interest

Effective Date  
Month Day Year  
09/30/98

Conveying Party

Mark if additional names of conveying parties attached

Name  Classroom Direct.com, LLC

Execution Date  
Month Day Year  
09/30/98

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other  Limited Liability Company
- Citizenship/State of Incorporation/Organization  Alabama

Receiving Party

Mark if additional names of receiving parties attached

Name  Bank Of America, N.A., as Agent

DBA/AK/TA

Composed of

Address (line 1)  One Independence Center, 15th Floor

Address (line 2)  NCI-001-15-04, 101 North Tryon Street

Address (line 3)  Charlotte  North Carolina  28255  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Association
- Other  A national banking association
- 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

03/02/2001 17:39:56  
01 FEB 2001  
50 00 001  
02 FC:482

**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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,793,996"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,520,858"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,472,241"/>	<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.

Steven D. Thomas  
Name of Person Signing

Steven D. Thomas  
Signature

February 16, 2001  
Date Signed

12-05-2000



101537218  
TRADEMARKS ONLY

EET

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

Submission Type

New

11-15-00

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Other

Citizenship/State of Incorporation/Organization

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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

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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)

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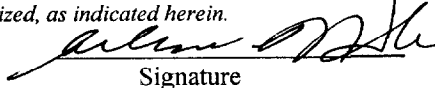
Deposit Account Number: #

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:

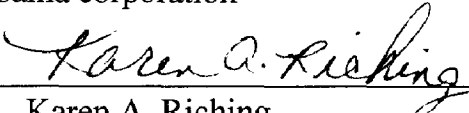
TRADEMARKS

Trademark Number	Description of Trademark	Date of Trademark
1,793,996	RE-PRINT	9/21/93
1,520,858	RE-PRINT	1/17/89
1,472,241	DRAPHIX and Design	1/12/88

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,

Classroom Direct.com, LLC,  
an Alabama corporation

By:   
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.

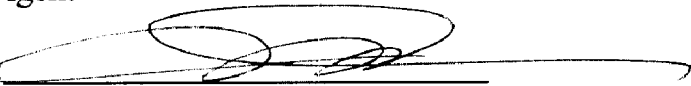
Very truly yours,

Classroom Direct.com, LLC,  
an Alabama 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