

03-17-2003

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 3-12-03
Premier Agendas, Inc.
2000 Kentucky Avenue
Bellingham, WA 98226
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Washington
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest

Execution Date: September 30, 1998

2. Name and address of receiving party(ies)
Name: Bank of America, N.A., as Administrative Agent
Internal
Address: Independence Center
Street Address: 101 North Tryon Street, 15th Floor
City: Charlotte State: NC Zip: 28255

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other a National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s) _____
SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Steven D. Thomas

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41).....\$ 515.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-2316

FINANCE SECTION
MAR 12 AM 7:27
RECORDS

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

March 12, 2003
Date

Total number of pages including cover sheet, attachments, and document: 04

03/14/2003 ECOOPER 00000047 2120499

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:8521
02 FC:8522

40.00 OP
475.00 OP

TRADEMARK
REEL: 002692 FRAME: 0030

TRADEMARKS		
Registration Number	Description of Trademark Item	Registration Date
2,120,499	A COMMITMENT TO LEARNING THROUGH PLANNING	12/09/97
2,161,267	AGENDA MATE	06/2/98
2,175,412	BINDER REMINDER	07/21/98
2,118,435	DRESSED RACCOON LOGO	12/02/97
2,118,439	OWL LOGO	12/02/97
1,753,883	PREMIER LOGO	02/23/93
2,162,576	ELEMENTARY AGENDA	06/02/98
2,120,484	IF I PLAN TO LEARN, I MUST LEARN TO PLAN	12/09/97
2,118,995	MAKE IT A RULE TO PLAN	12/09/97
2,209,440	MIDDLE LEVEL AGENDA	12/08/98
2,120,485	OLIVIA OWL	12/09/97
2,043,716	PAIG	03/11/97
2,243,052	PASS PREMIER AGENDAS FOR STUDENT SUCCESS and Design	05/04/99
75/100,058	PLAN-IT	05/07/96
76/310,586	PREMIER PLAN-IT	09/06/01
2,270,932	PREMIER SCHOOL AGENDAS and Design	08/17/99
2,263,374	PREMIER SCHOOL AGENDAS and Design	07/20/99
2,162,580	PRIMARY JOURNAL	06/02/98
2,118,427	RODNEY RACCOON	12/02/97
2,110,444	YOU'RE ON YOUR WAY WHEN YOU PLAN YOUR DAY	11/04/97

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of September 30, 1998 (the "Security Agreement") by and among the Credit Parties identified therein and Bank of America, N.A. (formerly known as NationsBank, N.A.), as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Credit Party has granted a continuing security interest in and continuing lien upon, the trademarks, trademark registrations and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS		
Registration Number	Description of Trademark Item	Registration Date
2,120,499	A COMMITMENT TO LEARNING THROUGH PLANNING	12/09/97
2,161,267	AGENDA MATE	06/2/98
2,175,412	BINDER REMINDER	07/21/98
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2,118,427	RODNEY RACCOON	12/02/97
2,110,444	YOU'RE ON YOUR WAY WHEN YOU PLAN YOUR DAY	11/04/97

The undersigned Credit Party and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks, trademark registrations 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,

PREMIER AGENDAS, INC.,
a Washington corporation

By: *Karen A. Riching*
Karen A. Riching, Assistant Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: _____
Name:
Title:

The undersigned Credit Party and the Administrative 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 or trademark application.

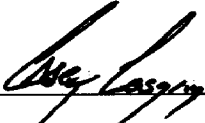
Very truly yours,

PREMIER AGENDAS, INC.,
a Washington corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By:  _____
Name: Casey Cosgrove
Title: Vice President