

11-10-2003 102597389

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

1. Name of conveying party(ies): Bank of America, N.A.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Termination of Security Agreement

Execution Date: 11/3/2003

2. Name and address of receiving party(ies)

Name: School Specialty, Inc.

Internal Address:

Street Address: P.O. Box 1579

City: Appleton State: WI Zip: 54911-1579

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Wisconsin Other

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)

B. Trademark Registration No.(s) 1,116,484

Additional number(s) attached Yes No

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

Name: Robert M. O'Connell, Jr.

Internal Address: Attn: Trademark Administrator

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

n/a

11/07/2003 BY: 00000172 1116484 Procter LLP Exchange Place 40.00 OP City: Boston State: MA Zip: 02109

DO NOT USE THIS SPACE

9. Signature.

Robert M. O'Connell, Jr.

Name of Person Signing

Signature

11/5/03

Date

Total number of pages including cover sheet, attachments, and document: 3

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

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of November 3, 2003, is made by Bank of America, N.A., as Agent (the "Secured Party"), located at NCI-001-15-04, 101 North Tryon Street, One Independence Center, 15th Floor, Charlotte, N.C. 28255.

WHEREAS, School Specialty, Inc., a Wisconsin corporation, (the "Grantor") granted a security interest in certain personal property to the Secured Party, including without limitation a continuing security interest in and continuing lien upon certain trademarks; and

WHEREAS, the security interest granted to the Secured Party in certain trademarks was recorded at the United States Patent and Trademark Office on October 12, 2001 at Reel 2385 and Frame 0353; and

WHEREAS, the security interest granted to the Secured Party was recorded against the trademark HAMMET'S LEARNING WORLD, Reg. No. 1116484 (the "Trademark"), which is not owned by the Grantor; and

WHEREAS, the Secured Party has agreed to terminate and release its continuing security interest in and continuing lien upon this Trademark.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Secured Party hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Party in the Trademark, including:

1. all goodwill of the business connected with the use of, and symbolized by the Trademark; and
2. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future (i) infringement or dilution of the Trademark or (ii) injury to the goodwill associated with the Trademark.

[Signature page follows]

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

BANK OF AMERICA, N.A., AS AGENT

By: Kathleen M. Curry

Name:

Title: Vice President

STATE OF CALIFORNIA

) SS:

COUNTY OF San Francisco

On this 3 day of November, 2003, before me personally appeared Kathleen Curry, to be known to be the person described in and who executed the foregoing instrument, and acknowledged that he/she executed the same as his/her own free act and deed on behalf of Bank of America, N.A., as Agent, and that he/she is duly authorized to sign his/her name thereto.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Patrick C. Ryan
Notary Public

My Commission Expires:

9/10/04

