

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Premier Agendas, Inc.		08/31/2005	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	1455 Market Street
Internal Address:	CA5-701-05-19
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	national banking association:

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	2120499	A COMMITMENT TO LEARNING THROUGH PLANNING
Registration Number:	2270932	PREMIER SCHOOL AGENDAS
Registration Number:	2263374	PREMIER SCHOOL AGENDAS
Registration Number:	2118439	
Registration Number:	2243052	PASS PREMIER AGENDAS FOR STUDENT SUCCESS
Registration Number:	2118435	
Registration Number:	2209440	MIDDLE LEVEL AGENDA
Registration Number:	2110444	YOU'RE ON YOUR WAY WHEN YOU PLAN YOUR DAY
Registration Number:	2118995	MAKE IT A RULE TO PLAN
Registration Number:	2162580	PRIMARY JOURNAL
Registration Number:	2043716	PAIG
Registration Number:	2161267	AGENDA MATE
Registration Number:	2120485	OLIVIA OWL

OP \$640.00 2120499

Registration Number:	2120484	IF I PLAN TO LEARN, I MUST LEARN TO PLAN
Registration Number:	2118427	RODNEY RACCOON
Registration Number:	2162576	ELEMENTARY AGENDA
Registration Number:	2175412	BINDER REMINDER
Registration Number:	1753883	
Serial Number:	78193070	PREMIER BROADCASTING NETWORK
Serial Number:	78193065	PBN
Serial Number:	78193059	EBN
Serial Number:	78193054	EDUCATION BROADCASTING NETWORK
Serial Number:	76329610	DISCOVER AGENDA
Serial Number:	76310586	PREMIER PLAN IT
Serial Number:	75100058	PLAN-IT

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Email: PTO_TMconfirmation@mvalaw.com
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Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.10393NTPREMIREJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	11/16/2005

Total Attachments: 4
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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 August 31, 2005 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (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.

[SIGNATURES ON FOLLOWING PAGE]

Very truly yours,

PREMIER AGENDAS, INC.,
a Washington corporation

By: Mary M Kabacinski
Name: Mary M. Kabacinski
Title: Vice President + Treasurer

Acknowledged and Accepted:

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

By: _____
Name:
Title:

Very truly yours,

PREMIER AGENDAS, INC.,
a Washington corporation

By: _____

Name:

Title:

Acknowledged and Accepted:

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

By: *Anthea Del Bianco*

Name:

Title:

Anthea Del Bianco
Vice President

Premier Agendas, Inc.
(Washington Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Reg. Date
A COMMITMENT TO LEARNING THROUGH PLANNING	2120499	12/9/97
PREMIER SCHOOL AGENDAS and Design	2270932	8/17/99
PREMIER SCHOOL AGENDAS and Design	2263374	7/20/99
Miscellaneous Design	2118439	12/2/97
PASS PREMIER AGENDAS FOR STUDENT SUCCESS and Design	2243052	5/4/99
DESIGN ONLY	2118435	12/2/97
MIDDLE LEVEL AGENDA	2209440	12/8/98
YOU'RE ON YOUR WAY WHEN YOU PLAN YOUR DAY	2110444	11/4/97
MAKE IT A RULE TO PLAN	2118995	12/9/97
PRIMARY JOURNAL	2162580	6/2/98
PAIG	2043716	3/11/97
AGENDA MATE	2161267	6/2/98
OLIVIA OWL	2120485	12/9/97
IF I PLAN TO LEARN, I MUST LEARN TO PLAN	2120484	12/9/97
RODNEY RACCOON	2118427	12/2/97
ELEMENTARY AGENDA	2162576	6/2/98
BINDER REMINDER	2175412	7/21/98
DESIGN ONLY	1753883	2/23/93

Pending Marks

Mark	Serial No.	File Date
PREMIER BROADCASTING NETWORK	78193070	12/10/02
PBN	78193065	12/10/02
EBN	78193059	12/10/02
EDUCATION BROADCASTING NETWORK	78193054	12/10/02
DISCOVER AGENDA	76329610	10/23/01
PREMIER PLAN IT	76310586	9/6/01
PLAN-IT	75100058	5/7/96