

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest in Trademarks |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|----------|----------------|-----------------------|
| School Specialty, Inc. | | 06/11/2013 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|-------------------------------------|
| Name: | Bank of America, N.A. |
| Street Address: | 135 South LaSalle Street |
| Internal Address: | 4th Floor |
| City: | Chicago |
| State/Country: | ILLINOIS |
| Postal Code: | 60603 |
| Entity Type: | National Association: UNITED STATES |

PROPERTY NUMBERS Total: 82

| Property Type | Number | Word Mark |
|----------------------|---------|-------------------------------------|
| Registration Number: | 2757555 | ACADEMY OF MATH |
| Registration Number: | 2713411 | ACADEMY OF READING |
| Registration Number: | 2501650 | AUTOSKILL |
| Registration Number: | 4252622 | AUTOSKILL |
| Registration Number: | 3444300 | BECKLEY CARDY |
| Registration Number: | 2393549 | BRODHEAD GARRETT |
| Registration Number: | 4337403 | CATT |
| Registration Number: | 2434267 | CLAIMS TO FAME |
| Registration Number: | 3162946 | CLASSROOM SELECT |
| Registration Number: | 3350057 | CLASSROOM SELECT |
| Registration Number: | 4091699 | CLASSROOM SELECT |
| Registration Number: | 4140407 | CVB CONTENT-AREA VOCABULARY BUILDER |
| Registration Number: | 3033079 | EDUCATION ESSENTIALS |

CH \$2065.00 2757555

| | | |
|----------------------|---------|--|
| Registration Number: | 2988601 | EDUCATORS PUBLISHING SERVICE |
| Registration Number: | 3813140 | EPS |
| Registration Number: | 3798641 | EPS |
| Registration Number: | 2287995 | EPS |
| Registration Number: | 2292730 | EPS |
| Registration Number: | 3039679 | EPS |
| Registration Number: | 2281714 | EPS |
| Registration Number: | 2279489 | EPS |
| Registration Number: | 3218947 | EPS PHONICS PLUS |
| Registration Number: | 2276181 | EXPLODE THE CODE |
| Registration Number: | 3842515 | FREY CHOICE |
| Registration Number: | 2393552 | FREY SCIENTIFIC |
| Registration Number: | 3842513 | FREY SECURE |
| Registration Number: | 3842514 | FREY SELECT |
| Registration Number: | 3652327 | HELPING EDUCATORS ENGAGE AND INSPIRE STU |
| Registration Number: | 4089263 | LEARNING OUTLET |
| Registration Number: | 3423913 | LITERACY LEADERS |
| Registration Number: | 3550881 | MAGTILES |
| Registration Number: | 2279483 | MAKE TODAY COUNT |
| Registration Number: | 3218948 | MAKING CONNECTIONS |
| Registration Number: | 3646434 | NATURE'S IMPRESSIONS |
| Registration Number: | 4016804 | PORTFOLIO |
| Registration Number: | 2325691 | PRIMARY PHONICS |
| Registration Number: | 3852130 | PROJECTS BY DESIGN |
| Registration Number: | 4065748 | RAISING STUDENT ACHIEVEMENT |
| Registration Number: | 4065749 | RAISING STUDENT ACHIEVEMENT |
| Registration Number: | 2048906 | S.P.I.R.E. |
| Registration Number: | 2257283 | SAX |
| Registration Number: | 3327134 | SAX |
| Registration Number: | 3376477 | SCHOOL SMART |
| Registration Number: | 3735305 | SCHOOL SMART |
| Registration Number: | 2086842 | SCHOOL SPECIALTY |
| Registration Number: | 3965024 | SCHOOL SPECIALTY LITERACY AND INTERVENTI |
| Registration Number: | 3437742 | SCHOOL SPECIALTY ONLINE |
| Registration Number: | 3007875 | SCHOOL SPECIALTY THE POWER OF TEACHING T |

TRADEMARK

REEL: 005058 FRAME: 0094

| | | |
|----------------------|----------|--|
| | 3926476 | SCHOOL SPECIALTY WEXPLORE |
| Registration Number: | 3617281 | SITTON SPELLING AND WORD SKILLS |
| Registration Number: | 2163913 | SOUNDS SENSIBLE |
| Registration Number: | 3381536 | SOUNDS SENSIBLE |
| Registration Number: | 2335381 | SPELL CHECK |
| Registration Number: | 4213822 | TEACHERS' DISCOUNT |
| Registration Number: | 2465862 | TOUCHPHONICS |
| Registration Number: | 3446159 | TOUCH-UNITS |
| Registration Number: | 2730228 | ULTRA PLUS |
| Registration Number: | 3024505 | |
| Registration Number: | 3618327 | VOCABULARY FROM CLASSICAL ROOTS |
| Registration Number: | 3614545 | VOCABULARY FROM CLASSICAL ROOTS |
| Registration Number: | 3926477 | WEXPLORE |
| Registration Number: | 2278178 | WORDLY WISE |
| Registration Number: | 3217686 | WORDLY WISE 3000 |
| Registration Number: | 3223075 | WORDS I USE WHEN I WRITE |
| Registration Number: | 3687338 | YOU FOCUS ON ACHIEVEMENT, WE FOCUS ON YO |
| Serial Number: | 85739308 | ABC |
| Serial Number: | 85744810 | ABC |
| Serial Number: | 85752878 | ABC |
| Serial Number: | 85758695 | ABC |
| Serial Number: | 85764916 | ABC |
| Serial Number: | 85654564 | PATH DRIVER |
| Serial Number: | 85566908 | PATH DRIVER FOR MATH |
| Serial Number: | 85655326 | PATH DRIVER FOR MATH USE DATA TO DRIVE A |
| Serial Number: | 85566906 | PATH DRIVER FOR READING |
| Serial Number: | 85655328 | PATH DRIVER FOR READING USE DATA TO DRIV |
| Serial Number: | 85894915 | WORDLY WISE 3000 |
| Serial Number: | 85894284 | WORDLY WISE SCIENCE |
| Serial Number: | 85894299 | WORDLY WISE SCIENCE & SOCIAL STUDIES |
| Serial Number: | 85894302 | WORDLY WISE SCIENCE & SOCIAL STUDIES |
| Serial Number: | 85894288 | WORDLY WISE SCIENCE |
| Serial Number: | 85894291 | WORDLY WISE SOCIAL STUDIES |
| Serial Number: | 85894298 | WORDLY WISE SOCIAL STUDIES |

Fax Number: 9177777373

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-735-3000

Email: andrew.patrick@skadden.com

Correspondent Name: Skadden Arps Slate Meagher & Flom LLP

Address Line 1: Four Times Square

Address Line 2: Attn: John Deming, Esq.

Address Line 4: New York, NEW YORK 10036

| | |
|-------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 401180/356 |
| NAME OF SUBMITTER: | John Deming |
| Signature: | /John Deming/ |
| Date: | 06/27/2013 |

Total Attachments: 8

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

(Trademarks, Trademark Registrations and Trademark Applications)

June 11, 2013

WHEREAS, School Specialty, Inc., a Delaware corporation (herein referred to as the “**Grantor**”) owns the Trademark Collateral (as defined below);

WHEREAS, School Specialty, Inc. (the “**Company**”), the subsidiaries of Company party thereto as Borrowers (together with Company, collectively, the “**Borrowers**”), the other Guarantors party thereto, the Lenders party thereto, and Bank of America, N.A., as Agent, are parties to a Loan Agreement dated as of June 11, 2013 (as amended from time to time, the “**Credit Agreement**”); and

WHEREAS, pursuant to (i) a Guarantee and Collateral Agreement dated as of June 11, 2013 (as amended and/or supplemented from time to time, the “**Security Agreement**”) among the Borrowers, the Guarantors party thereto and Bank of America, N.A., as Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, the “**Grantee**”), and (ii) certain other Security Documents (including this Notice of Grant of Security Interest in Trademarks), the Grantor has secured certain of its Obligations (the “**Secured Obligations**”) and guaranteed certain obligations of the Borrowers and the other Guarantors, as applicable, and secured such guarantee (the “**Grantor’s Secured Guarantee**”) by granting to the Grantee for the benefit of such Secured Parties a continuing security interest in personal property of the Grantor, including all right, title and interest of the Grantor in, to and under the Trademark Collateral (as defined below);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Grantee, to secure its Secured Obligations, including its Obligations under the Grantor’s Secured Guarantee, a continuing security interest in all of the Grantor’s right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the “**Trademark Collateral**”), whether now owned or existing or hereafter acquired or arising:

- (i) each Trademark (as defined in the Security Agreement) owned by the Grantor, including, without limitation, each Trademark registration and application referred to in Schedule 1 hereto, and all of the goodwill of the business connected with the use of, or symbolized by, each Trademark; and
- (ii) all proceeds of and revenues from the foregoing, including, without limitation, all proceeds of and revenues from any claim by the Grantor against third parties for past, present or future unfair competition with, or violation of intellectual property rights in connection with or injury to, or

infringement or dilution of, any Trademark owned by the Grantor (including, without limitation, any Trademark identified in Schedule 1 hereto); *provided* that no security interest shall be granted in any United States intent-to-use trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications under applicable federal law.

The foregoing security interest is granted in conjunction with the security interests granted by the Grantor to the Grantee pursuant to the Security Agreement, and is expressly subject to the terms and conditions thereof. The Grantor acknowledges and affirms that the rights and remedies of the Grantee with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein and which shall override the terms hereof in the event of a conflict.

This Notice of Grant of Security Interest in Trademarks has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office (and any successor office).

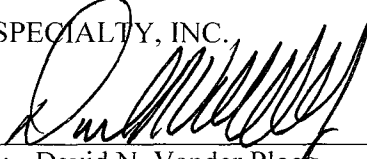
This Notice of Grant of Security Interest in Trademarks may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one original.

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IN WITNESS WHEREOF, the Grantor has caused this Notice of Grant of Security Interest in Trademarks to be duly executed by its officer thereunto duly authorized as of the date first written above.

SCHOOL SPECIALTY, INC.

By: _____


Name: David N. Vander Ploeg
Title: Executive Vice President, Chief
Financial Officer and Treasurer

[Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005058 FRAME: 0099

**Schedule 1
to Notice of Grant
Security Interest in Trademarks**

SCHOOL SPECIALTY, INC.

U.S. TRADEMARK REGISTRATIONS

| Mark | Bus. Unit / Owner | Status | Reg. No. | App. No. | Reg. Date | Filing Date |
|---------------------------------------|--------------------------|---------------|-----------------|-----------------|------------------|--------------------|
| ACADEMY OF MATH | School Specialty, Inc. | Registered | 2757555 | 78/107,494 | 26-Aug-2003 | 07-Feb-2002 |
| ACADEMY OF READING | School Specialty, Inc. | Registered | 2713411 | 76/433,433 | 06-May-2003 | 23-Jul-2002 |
| AUTOSKILL | School Specialty, Inc. | Registered | 2501650 | 76/018,479 | 30-Oct-2001 | 05-Apr-2000 |
| AUTOSKILL | School Specialty, Inc. | Registered | 4252622 | 85/440,105 | 04-Dec-2012 | 05-Oct-2011 |
| BECKLEY CARDY & Design | School Specialty, Inc. | Registered | 3444300 | 77/262,873 | 10-Jun-2008 | 23-Aug-2007 |
| BRODHEAD GARRETT | School Specialty, Inc. | Registered | 2393549 | 75/843,310 | 10-Oct-2000 | 08-Nov-1999 |
| CATT | School Specialty, Inc. | Registered | 4337403 | 85/600,067 | 21-May-2013 | 17-Apr-2012 |
| CLAIMS TO FAME | School Specialty, Inc. | Registered | 2434267 | | 06-Mar-2001 | |
| CLASSROOM SELECT | School Specialty, Inc. | Registered | 3162946 | 75/811,427 | 24-Oct-2006 | 28-Sep-1999 |
| CLASSROOM SELECT & Design | School Specialty, Inc. | Registered | 3350057 | 78/846,980 | 04-Dec-2007 | 27-Mar-2006 |
| CLASSROOM SELECT (stacked) | School Specialty, Inc. | Registered | 4091699 | 85/033,268 | 24-Jan-2012 | 07-May-2010 |
| CVB CONTENT - AREA VOCABULARY BUILDER | School Specialty, Inc. | Registered | 4140407 | 85/976,429 | 08-May-2012 | 13-Feb-2012 |
| EDUCATION ESSENTIALS | School Specialty, Inc. | Registered | 3033079 | 78/402,586 | 20-Dec-2005 | 15-Apr-2004 |
| EDUCATORS PUBLISHING SERVICE | School Specialty, Inc. | Registered | 2988601 | 76/575,452 | 30-Aug-2005 | 17-Feb-2004 |
| EPS | School Specialty, Inc. | Registered | 3813140 | 77/783,358 | 06-Jul-2010 | 17-Jul-2009 |
| EPS | School Specialty, Inc. | Registered | 3798641 | 77/782,872 | 08-Jun-2010 | 16-Jul-2009 |
| EPS | School Specialty, Inc. | Registered | 2287995 | | 19-Oct-1999 | |
| EPS | School Specialty, Inc. | Registered | 2292730 | | 16-Nov-1999 | |
| EPS & Design | School Specialty, Inc. | Registered | 3039679 | 76/621,988 | 10-Jan-2006 | 22-Nov-2004 |
| EPS & Design | School Specialty, Inc. | Registered | 2281714 | | 28-Sep-1999 | |

| Mark | Bus. Unit / Owner | Status | Reg. No. | App. No. | Reg. Date | Filing Date |
|--|------------------------|------------|----------|------------|-------------|-------------|
| EPS -CL16 | School Specialty, Inc. | Registered | 2279489 | | 21-Sep-1999 | |
| EPS PHONICS PLUS | School Specialty, Inc. | Registered | 3218947 | 78/722,904 | 13-Mar-2007 | 29-Sep-2005 |
| EXPLODE THE CODE | School Specialty, Inc. | Registered | 2276181 | | 07-Sep-1999 | |
| FREY CHOICE | School Specialty, Inc. | Registered | 3842515 | 77/704,182 | 31-Aug-2010 | 01-Apr-2009 |
| FREY SCIENTIFIC | School Specialty, Inc. | Registered | 2393552 | 75/843,889 | 10-Oct-2000 | 08-Nov-1999 |
| FREY SECURE | School Specialty, Inc. | Registered | 3842513 | 77/704,177 | 31-Aug-2010 | 01-Apr-2009 |
| FREY SELECT | School Specialty, Inc. | Registered | 3842514 | 77/704,180 | 31-Aug-2010 | 01-Apr-2009 |
| HELPING EDUCATORS ENGAGE AND INSPIRE STUDENTS OF ALL AGES AND ABILITIES TO LEARN | School Specialty, Inc. | Registered | 3652327 | 77/464,756 | 07-Jul-2009 | 02-May-2008 |
| LEARNING OUTLET | School Specialty, Inc. | Registered | 4089263 | 85/327,528 | 17-Jan-2012 | 23-May-2011 |
| LITERACY LEADERS | School Specialty, Inc. | Registered | 3423913 | 77/191,219 | 06-May-2008 | 26-May-2007 |
| MAGTILES | School Specialty, Inc. | Registered | 3550881 | 77/149,992 | 23-Dec-2008 | 05-Apr-2007 |
| MAKE TODAY COUNT | School Specialty, Inc. | Registered | 2279483 | | 21-Sep-1999 | |
| MAKING CONNECTIONS | School Specialty, Inc. | Registered | 3218948 | 78/722,907 | 13-Mar-2007 | 29-Sep-2005 |
| NATURE'S IMPRESSIONS | School Specialty, Inc. | Registered | 3646434 | 77/598,303 | 30-Jun-2009 | 22-Oct-2008 |
| PORTFOLIO | School Specialty, Inc. | Registered | 4016804 | 85/036,884 | 23-Aug-2011 | 12-May-2010 |
| PRIMARY PHONICS | School Specialty, Inc. | Registered | 2325691 | | 07-Mar-2000 | |
| PROJECTS BY DESIGN | School Specialty, Inc. | Registered | 3852130 | 77/682,097 | 28-Sep-2010 | 03-Mar-2009 |
| RAISING STUDENT ACHIEVEMENT | School Specialty, Inc. | Registered | 4065748 | 85/152,081 | 06-Dec-2011 | 13-Oct-2010 |
| RAISING STUDENT ACHIEVEMENT Logo | School Specialty, Inc. | Registered | 4065749 | 85/152,082 | 06-Dec-2011 | 13-Oct-2010 |
| S.P.I.R.E. (SPIRE) | School Specialty, Inc. | Registered | 2048906 | | 01-Apr-1997 | |
| SAX | School Specialty, Inc. | Registered | 2257283 | 75/525,966 | 29-Jun-1999 | 27-Jul-1998 |
| SAX and Design | School Specialty, Inc. | Registered | 3327134 | 78/795,166 | 30-Oct-2007 | 19-Jan-2006 |

| Mark | Bus. Unit / Owner | Status | Reg. No. | App. No. | Reg. Date | Filing Date |
|---|------------------------|------------|-----------|------------|-------------|-------------|
| SCHOOL SMART | School Specialty, Inc. | Registered | 3376477 | 78/630,773 | 29-Jan-2008 | 16-May-2005 |
| SCHOOL SMART & Design | School Specialty, Inc. | Registered | 3735305 | 78/630,775 | 05-Jan-2010 | 16-May-2005 |
| SCHOOL SPECIALTY | School Specialty, Inc. | Registered | 2086842 | 74/712,553 | 12-Aug-1997 | 08-Aug-1995 |
| SCHOOL SPECIALTY LITERACY AND INTERVENTION | School Specialty, Inc. | Registered | 3965024 | 85/090,230 | 24-May-2011 | 22-Jul-2010 |
| SCHOOL SPECIALTY ONLINE (Design) | School Specialty, Inc. | Registered | 3437742 | 78/628,899 | 27-May-2008 | 12-May-2005 |
| SCHOOL SPECIALTY THE POWER OF TEACHING. THE WONDERS OF LEARNING, & Design | School Specialty, Inc. | Registered | 3007875 | 78/331,687 | 18-Oct-2005 | 21-Nov-2003 |
| SCHOOL SPECIALTY WEXPLORE | School Specialty, Inc. | Registered | 3926476 | 77/787,848 | 01-Mar-2011 | 23-Jul-2009 |
| SITTON SPELLING AND WORD SKILLS | School Specialty, Inc. | Registered | 3617281 | 77/452,338 | 05-May-2009 | 18-Apr-2008 |
| SOUNDS SENSIBLE | School Specialty, Inc. | Registered | 2163913 | | 09-Jun-1998 | |
| SOUNDS SENSIBLE | School Specialty, Inc. | Registered | 3381536 | 77/218,893 | 12-Feb-2008 | 29-Jun-2007 |
| SPELL CHECK | School Specialty, Inc. | Registered | 2335381 | 75/648,445 | 28-Mar-2000 | 25-Feb-1999 |
| TEACHERS' DISCOUNT | School Specialty, Inc. | Registered | 4,213,822 | 85/549,307 | 25-Sep-2012 | 22-Feb-2012 |
| TOUCHPHONICS | School Specialty, Inc. | Registered | 2465862 | | 03-Jul-2001 | |
| TOUCH-UNITS | School Specialty, Inc. | Registered | 3446159 | 77/149,991 | 10-Jun-2008 | 05-Apr-2007 |
| ULTRA PLUS | School Specialty, Inc. | Registered | 2730228 | 76/302,139 | 24-Jun-2003 | 20-Aug-2001 |
| VIC (MISCELLANEOUS DESIGN ONLY) | School Specialty, Inc. | Registered | 3024505 | 78/331,716 | 06-Dec-2005 | 21-Nov-2003 |
| VOCABULARY FROM CLASSICAL ROOTS | School Specialty, Inc. | Registered | 3618327 | 77/420,054 | 12-May-2009 | 12-Mar-2008 |
| VOCABULARY FROM CLASSICAL ROOTS | School Specialty, Inc. | Registered | 3614545 | 77/355,324 | 05-May-2009 | 19-Dec-2007 |
| WEXPLORE | School Specialty, Inc. | Registered | 3926477 | 77/787,852 | 01-Mar-2011 | 23-Jul-2009 |
| WORDLY WISE | School Specialty, Inc. | Registered | 2278178 | | 14-Sep-1999 | |
| WORDLY WISE 3000 | School Specialty, Inc. | Registered | 3217686 | 78/879,989 | 13-Mar-2007 | 09-May-2006 |
| WORDS I USE WHEN I WRITE | School Specialty, Inc. | Registered | 3223075 | 78/914,544 | 27-Mar-2007 | 22-Jun-2006 |
| YOU FOCUS ON ACHIEVEMENT, WE FOCUS ON YOU | School Specialty, Inc. | Registered | 3687338 | 77/598,309 | 22-Sep-2009 | 22-Oct-2008 |

U.S. TRADEMARK APPLICATIONS

| Mark | Bus. Unit / Owner | Status | Reg. No. | App. No. | Reg. Date | Filing Date |
|--|------------------------|---------|----------|------------|-----------|-------------|
| ABC | School Specialty, Inc. | Pending | | 85/739,308 | | 26-Sep-2012 |
| ABC | School Specialty, Inc. | Pending | | 85/744,810 | | 03-Oct-2012 |
| ABC | School Specialty, Inc. | Pending | | 85/752,878 | | 12-Oct-2012 |
| ABC | School Specialty, Inc. | Pending | | 85/758,695 | | 19-Oct-2012 |
| ABC | School Specialty, Inc. | Pending | | 85/764,916 | | 26-Oct-2012 |
| PATH DRIVER | School Specialty, Inc. | Pending | | 85/654,564 | | 18-Jun-2012 |
| PATH DRIVER FOR MATH | School Specialty, Inc. | Pending | | 85/566,908 | | 12-Mar-2012 |
| PATH DRIVER FOR MATH USE DATA TO DRIVE A PATH TO SUCCESS Logo | School Specialty, Inc. | Pending | | 85/655,326 | | 19-Jun-2012 |
| PATH DRIVER FOR READING | School Specialty, Inc. | Pending | | 85/566,906 | | 12-Mar-2012 |
| PATH DRIVER FOR READING USE DATA TO DRIVE A PATH TO SUCCESS Logo | School Specialty, Inc. | Pending | | 85/655,328 | | 19-Jun-2012 |
| WORDLY WISE 3000 | School Specialty, Inc. | Pending | | 85/894,915 | | 04-Apr-2013 |
| WORDLY WISE SCIENCE | School Specialty, Inc. | Pending | | 85/894,284 | | 03-Apr-2013 |
| WORDLY WISE SCIENCE & SOCIAL STUDIES | School Specialty, Inc. | Pending | | 85/894,299 | | 03-Apr-2013 |
| WORDLY WISE SCIENCE & SOCIAL STUDIES Logo | School Specialty, Inc. | Pending | | 85/894,302 | | 03-Apr-2013 |
| WORDLY WISE SCIENCE Logo | School Specialty, Inc. | Pending | | 85/894,288 | | 03-Apr-2013 |
| WORDLY WISE SOCIAL STUDIES | School Specialty, Inc. | Pending | | 85/894,291 | | 03-Apr-2013 |
| WORDLY WISE SOCIAL STUDIES Logo | School Specialty, Inc. | Pending | | 85/894,298 | | 03-Apr-2013 |