

04-10-2001



101671189

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

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

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other
ASSIGNMENT SUBSEQUENT TO A
COLLATERAL TURNOVER AGREEMENT

Conveying Party

Mark if additional names of conveying parties attached

Name BANK OF AMERICA, N.A.

Execution Date
Month Day Year
3/12/01

Formerly BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
NATIONAL BANKING ASSOCIATION
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name THE MEAD CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) COURTHOUSE PLAZA NORTHEAST

Address (line 2) _____

Address (line 3)

DAYTON

City

OHIO

State/Country

45463

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization OHIO

04/10/2001 GTDN11 00000047 1402118

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 2000.00 OP

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

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)

*SEE ATTACHED EXHIBIT A - 4 PAGES

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.

MARK P. LEVY, ESQ.

3/21/01

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

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 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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

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**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

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Receiving Party

Enter Additional Receiving Party

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Name

DBA/AKA/TA

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Address (line 1)

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City State/Country Zip Code

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Registration Number(s)

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TRADEMARKS

UNITED STATES

Mark	Application Number	Application Date	Registration Number	Registration Date
ADVANCED SUPER PRODUCTS	73/570,532	11/26/85	1,402,118	07/22/86
ARTMASTER and Palette Design	74/107,897	10/22/90	1,696,013	06/23/92
ATTITUDE	75/159,902	08/29/96		
ATTITUDE	75/977,341	08/29/96	2,181,575	08/11/98
BUILD YOUR OWN	75/066,068	03/01/96	2,028,990	01/07/97
CHARMZ	75/334,820	08/01/97		
CLASS.EDU	76/115,602	08/24/00		
CUSHION-MAILER	73/454,895	11/30/83	1,316,320	01/22/95
Design of Binder Cover (Chaps Design)	75/431,266	02/09/98	2,306,693	01/04/00
DRI-POINT	73/007,106	11/23/73	1,000,537	12/31/74
E EXPERT (Stylized)	75/060,608	02/21/96	2,037,004	02/11/97
EASYVIEW	75/884,978	01/03/00		
ELEMENTS	74/620,160	01/11/95	2,304,392	12/28/99
ELEMENTS	75/978,934	02/15/96	2,327,385	03/07/00
ELEMENTS CAREERS	75/612,187	12/28/98		
EXECUTIVE	74/569,961	09/06/94	1,935,113	11/14/95
EXECUTIVE	75/091,664	04/19/96	2,059,127	05/06/97
EXECUTIVE ACCESSORIES	74/374,859	04/02/93	1,990,490	07/30/96
EXECUTIVE and Design	73/191,691	11/01/78	1,141,302	11/11/80

EXECUTIVE CLASSIC	75/180,868	10/15/96		
EXECUTIVE CLASSIC	75/837,814	11/02/99		
EXECUTIVE SUITE	74/471,860	12/14/93	1,978,725	06/04/96
EXPERT	74/616,288	12/29/94	1,958,643	02/27/96
EXPERT	75/058,300	02/15/96	2,082,423	07/22/97
EXPERT (Stylized)	71/654,239	10/05/53	594,492	08/31/54
EXPERT and Seal Design	75/060,616	02/21/96	2,032,115	01/21/97
EXPERT EXPRESS	74/048,979	04/16/90	1,868,209	12/20/94
EXPERT EXTRA	74/066,415	06/06/90	1,877,555	02/07/95
FRENCH PASTELS	72/172,113	06/28/63	777,420	09/22/64
GLAM	76/115,603	08/24/00		
HEFTY LEFTY (Stylized)	73/351,768	02/25/82	1,221,683	12/28/82
KLEENERASE	72/038,098	09/30/57	694,916	03/22/60
LILLIE PADS	74/438,991	09/22/93	1,852,391	09/06/94
MIDLINE PADS	74/692,461	06/22/95	1,971,487	04/30/96
MYSTIC PLACES	75/049,107	01/26/96	2,094,272	09/09/97
ONLINE	75/977,320	06/29/96	2,181,574	08/11/98
ONLINE	75/978,600	08/29/96		
ORGANIZE IT	74/459,428	11/17/93	1,918,821	09/12/95
PACER	74/560,487	08/12/94	2,086,192	08/05/97
PACER and Design	74/644,249	03/10/95	2,196,846	10/20/98
PEAK SELECT	75/177,590	10/07/96	2,218,072	01/19/99
PEN-TAB (Stylized)	71/579,211	05/20/49	534,300	12/05/50
PEN-TAB and Design	74/024,451	01/31/90	1,994,263	08/20/96
PEN-TAB INDUSTRIES	74/024,518	01/31/90	1,782,612	07/20/93
PEN-TAB PAPER STORE	74/228,258	12/09/91	1,817,885	01/25/94
PEN-TAB PRO	74/506,734	03/29/94	1,926,439	10/10/95

PEN-TAB PRO and Design	75/041,120	01/11/96	2,080,864	07/22/97
PEN-TAB PRO II and Design	75/041,121	01/11/96	2,066,527	06/03/97
PLAN IT EASY	74/656,179	04/05/95	2,088,055	08/12/97
PLATINUM	75/271,580	04/08/97		
PLATINUM	75/978,488	04/08/97	2,299,039	12/07/99
POCKET LOCKER and Design	73/570,530	11/26/85	1,398,506	06/24/86
POCKET PACKER and Design	73/351,799	02/25/82	1,214,816	11/02/82
PRO (Stylized) [Basketball]	75/033,334	12/15/95	2,089,902	08/19/97
PRO (Stylized) [Football]	75/033,333	12/15/95	2,102,068	09/30/97
PRO EDGE	76/171,801	11/28/00		
PROFESSIONA L PAPERS	74/720,929	08/25/95	2,058,265	04/29/97
Rectangular Boxes Design	73/639,271	01/12/87	1,477,620	02/23/88
REFLEX	75/159,909	08/29/96		
REFLEX	75/977,319	08/29/96	2,181,573	08/11/98
SEAL-DRY	73/266,144	06/12/80	1,192,774	03/30/82
STREET SENSE	75/605,271	12/14/98		
STUART HALL (Stylized)	71/612,043	03/30/51	560,167	06/17/52
STUART HALL and Crest Design	74/491,193	02/17/94	1,878,646	02/14/95
SUN SCENES	73/208,360	03/22/79	1,138,746	08/19/80
TECH	74/570,332	09/06/94	2,014,751	11/12/96
TECH LOCK	74/561,875	08/15/94	1,927,684	10/17/95
TECH LOCKERS	74/601,955	11/22/94	2,009,000	10/15/96
TECH SELECT	75/001,949	10/05/95	2,091,942	08/26/97
TEEN SCENE and Design	73/208,361	03/22/79	1,140,374	10/14/80
THE EDGE	74/471,455	12/16/93	2,209,319	12/08/98
TOUGH TRACKS	75/976,405	09/29/95	2,141,625	03/03/98

TOUGH TRACKS and Design	75/075,393	03/20/96	2,037,151	02/11/97
VIVID	not yet assigned			
VIVID	75/766,267	08/02/99		
VIVID	75/766,424	08/02/99	2,353,803	05/30/00
VIVID (Stylized)	75/766,270	08/02/99		
VIVID (Stylized)	75/766,271	08/02/99	2,353,802	05/30/00
WHEN YOU THINK OF WRITING THINK OF WHITING	72/444,483	12/26/72	983,959	05/14/74
WHITING'S	72/444,530	12/26/72	995,303	10/08/74
WILD & WONDERFUL (Stylized)	73/200,803	01/22/79	1,144,144	12/23/80
WRITE UPS (Stylized)	73/351,769	02/25/82	1,221,684	12/28/82

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT is made as of March 12, 2001, by BANK OF AMERICA, N.A. (formerly known as Bank of America National Trust and Savings Association), as agent ("Assignor"), for the benefit of THE MEAD CORPORATION, an Ohio corporation ("Assignee"), under the following circumstances:

A. Pursuant to a Collateral Turnover Agreement (the "Turnover Agreement") dated February 27, 2001, among Pen-Tab Industries, Inc. ("Pen-Tab"), Pen-Tab Holdings, Inc. ("Holdings"), Stuart Hall Company, Inc. ("Stuart Hall" and, with Pen-Tab and Holdings, the "Companies") and Assignor, the Companies surrendered to Assignor possession of substantially all of their personal property including, without limitation, certain registered trademarks and the associated goodwill.

B. Assignee and Assignor have entered into an Asset Purchase Agreement of even date herewith (the "Purchase Agreement") pursuant to which Assignee is purchasing from Assignor all of the right, title and interest of the Companies in certain of the assets they surrendered to Assignor pursuant to the Turnover Agreement (the "Purchased Assets"). Terms defined in the Purchase Agreement and not otherwise defined herein are used herein with the meanings given to them in the Purchase Agreement.

C. Assignor is entering into this Agreement pursuant to Section 6.02(b) of the Purchase Agreement to assign to Assignee all of the right, title and interest of the Companies in the trademarks included in the Purchased Assets.

NOW, THEREFORE, FOR VALUE RECEIVED, the undersigned, hereby sells, assigns, conveys, and transfers all of the right, title and interest of the Companies and the Assignor in the registered trademarks described on Exhibit A attached hereto, including the associated goodwill (the "Trademarks").

Assignor shall take such other actions and shall execute and deliver such other instruments, agreements and documents as Assignee reasonably may request in order to effectively transfer, (and without expanding in any manner whatsoever the provisions of or the obligations of the Assignor under the Purchase Agreement), all of the Companies' right, title and interest in and to the Trademarks to Assignee.

This instrument is subject to all of the terms and conditions of the Purchase Agreement, and shall be governed by, and enforced in accordance with, the laws of the State of Illinois without regard to the principles of conflicts of laws thereof. Consistent with, but not in limitation of, the foregoing, Assignor has made and makes no representation or warranty as to title transfer shall result in said assets being transferred free and clear of any security interest or liens asserted by Assignor.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the date first set forth above.

BANK OF AMERICA, N.A., as agent

By David A. Johanson

Name: David A. Johanson

Title: Vice President

REGISTERED TRADEMARKSSCHEDULE 2.01(b)TRADEMARKS

UNITED STATES

Mark	Application Number	Application Date	Registration Number	Registration Date
ADVANCED SUPER PRODUCTS	73/570,532	11/26/85	1,402,118	07/22/86
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PEAK SELECT	75/177,590	10/07/96	2,218,072	01/19/99
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PEN-TAB INDUSTRIES	74/024,518	01/31/90	1,782,612	07/20/93
PEN-TAB PAPER STORE	74/228,258	12/09/91	1,817,885	01/25/94
PEN-TAB PRO	74/506,734	03/29/94	1,926,439	10/10/95

PEN-TAB PRO and Design	75/041,120	01/11/96	2,080,864	07/22/97
PEN-TAB PRO II and Design	75/041,121	01/11/96	2,066,527	06/03/97
PLAN IT EASY	74/656,179	04/05/95	2,088,055	08/12/97
PLATINUM	75/271,580	04/08/97		
PLATINUM	75/978,488	04/08/97	2,299,039	12/07/99
POCKET LOCKER and Design	73/570,530	11/26/85	1,398,506	06/24/86
POCKET PACKER and Design	73/351,799	02/25/82	1,214,816	11/02/82
PRO (Stylized) [Basketball]	75/033,334	12/15/95	2,089,902	08/19/97
PRO (Stylized) [Football]	75/033,333	12/15/95	2,102,068	09/30/97
PRO EDGE	76/171,801	11/28/00		
PROFESSIONAL PAPERS	74/720,929	08/25/95	2,058,265	04/29/97
Rectangular Boxes Design	73/639,271	01/12/87	1,477,620	02/23/88
REFLEX	75/159,909	08/29/96		
REFLEX	75/977,319	08/29/96	2,181,573	08/11/98
SEAL-DRY	73/266,144	06/12/80	1,192,774	03/30/82
STREET SENSE	75/605,271	12/14/98		
STUART HALL (Stylized)	71/612,043	03/30/51	560,167	06/17/52
STUART HALL and Crest Design	74/491,193	02/17/94	1,878,646	02/14/95
SUN SCENES	73/208,360	03/22/79	1,138,746	08/19/80
TECH	74/570,332	09/06/94	2,014,751	11/12/96
TECH LOCK	74/561,875	08/15/94	1,927,684	10/17/95
TECH LOCKERS	74/601,955	11/22/94	2,009,000	10/15/96
TECH SELECT	75/001,949	10/05/95	2,091,942	08/26/97
TEEN SCENE and Design	73/208,361	03/22/79	1,140,374	10/14/80
THE EDGE	74/471,455	12/16/93	2,209,319	12/08/98
TOUGH TRACKS	75/976,405	09/29/95	2,141,625	03/03/98

TOUGH TRACKS and Design	75/075,393	03/20/96	2,037,151	02/11/97
VIVID	not yet assigned			
VIVID	75/766,267	08/02/99		
VIVID	75/766,424	08/02/99	2,353,803	05/30/00
VIVID (Stylized)	75/766,270	08/02/99		
VIVID (Stylized)	75/766,271	08/02/99	2,353,802	05/30/00
WHEN YOU THINK OF WRITING THINK OF WHITING	72/444,483	12/26/72	983,959	05/14/74
WHITING'S	72/444,530	12/26/72	995,303	10/08/74
WILD & WONDERFUL (Stylized)	73/200,803	01/22/79	1,144,144	12/23/80
WRITE UPS (Stylized)	73/351,769	02/25/82	1,221,684	12/28/82

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