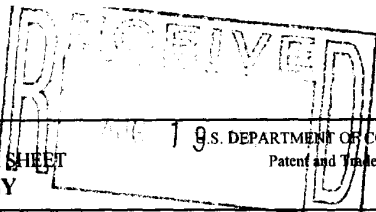


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COVER SHEET  
S ONLY



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

MRD 8-10-98

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

1. Name of Party(ies) conveying an interest:

Childcraft Education Corp.  
2920 Old Tree Road  
Lancaster, PA 17601

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation New York  
 Other

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

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent  
Street Address: 101 North Tryon Street  
Internal Address: Independence Center, 15th Floor  
City: Charlotte State: North Carolina Zip: 28255

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other national banking association

Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Notice of Grant of Security Interest In Trademarks

Effective Date: June 9, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): N/A

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s): 2,006,367 1,814,948  
1,645,392 1,667,713 1,272,927 903,868 712,499  
903,822 1,806,551

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

Name: Mark H. Webbink, Esq.  
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: 9

7. Total fee (37 CFR 3.4): ..... \$ 240.00  
 Enclosed  
 Authorized to be charged to deposit account  
(Any Deficiency)

8. Deposit account number:  
13-4365  
(Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. 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.*

Mark H. Webbink, Esq.                      [Signature]                      8/10/98  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Kim Oakley  
(Typed or printed name of person signing the certificate)

K Oakley  
(Signature of the person signing the certificate)

8-10-98  
(Date of Signature)

08/17/1998 DMGUYEN 00000017 1645392  
01 FC:481 40.00 OP  
02 FC:482 200.00 OP

**Schedule A**

**Childcraft Education Corp.**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
CHILDCRAFT	2,006,367	10/08/96
COLORWORKS	1,814,948	1/04/94
MAGNASTIKS	1,645,392	5/21/91
CHILDCRAFT	1,667,713	12/10/91
MAGNASTIKS (stylized)	1,272,927	4/3/84
CC CHILDCRAFT and Design	903,868	12/8/70
CHILDCRAFT	712,499	3/14/61
CHILDCRAFT CC and Design	903,822	12/8/70
JUST FOR KIDS	1,806,551	11/23/93

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 June 9, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Administrative Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Schedule A attached hereto and incorporated by reference

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Schedule A attached hereto and incorporated by reference

The Obligors 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,

CHILDCRAFT EDUCATION CORP.

By: *Marla Anderson*  
Name: MARLA ANDERSON  
Title: ASST SECRETARY

Acknowledged and Accepted:

NATIONSBANK, N.A.  
as Administrative Agent

By: *Michael Heredia*  
Name: MICHAEL HEREDIA  
Title: Senior Vice President