

12-10-1998



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EET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

86-8-27 DMW

1 Name of Party(ies) conveying an interest:

Beckley-Cardy, Inc.
100 N. Bluemound Drive
Appleton, Wisconsin 54913-1579

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Delaware
 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
 Internal Address: Independence Center NC1-001-15-04
 Street Address: 100 North Tryon Street, 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
 Execution Date: September 30, 1998

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

A. Trademark Application No.(s): 75/526,612 75/220,594
75/330,569

Additional numbers attached? Yes No

B. Trademark Registration No (s): 2,165,374 1,903,202

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: 5


7. Total fee (37 CFR 3.4):\$ 140.00
 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.  12/4/98
 Name of Person Signing Signature Date

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

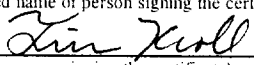
Mail documents to be recorded with required cover sheet information to:

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 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.

TIM KROLL
 (Typed or printed name of person signing the certificate)


 (Signature of the person signing the certificate)

12/4/98
 (Date of Signature)

12/09/1998 DMGUYEN 00000244 2165374

01 FC:481 40.00 DP
02 FC:482 100.00 DP

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

NOV 23 1998
GODFREY & KAHN

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of September 30, 1998 (the "Security Agreement") by and among the obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule A attached hereto and made a part hereof

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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See Schedule A attached hereto and made a part hereof

The Obligors and the 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, trademark registration or trademark application.

Very truly yours,

BECKLEY-CARDY, INC.

By: Marla Anderson
Name: MARLA ANDERSON
Title: Asst Secy

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: _____
Name:
Title:

Schedule A**Beckley-Cardy, Inc.****U.S. Trademarks**Pending Applications

Mark	Application Serial No.	Filing Date
PRIMARY DESIGNS	75/526,612	7/28/98
BECKLEY CARDY GROUP and Design	75/220,594	1/2/97
CREATE-A-CLASSROOM	75/330,569	7/25/87

Registered Marks

Mark	Registration No.	Registration Date
BECKLEY CARDY GROUP EVERYTHING FOR SCHOOL and Design	2,165,374	6/16/98
SPECRITER	1,903,202	7/4/95

State Registered Marks

State	Mark	Registration No.	Registration Date
Minn	SPECRITER (stylized)	22,321	5/2/94