

01-04-1999



100933021

COVER SHEET ONLY

UPD 12/28/98

To the Honorable Commissione

ed original documents or copy thereof.

1. Name of conveying party,

Francis Meyer Acquisition, Inc.
Individual Association
General Partnership Limited Partnership (Delaware)

Corporation - State: Delaware

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

3. Nature of conveyance:

Assignment Merger
Security Agreement Change of Name

Other:

Execution Date: September 16, 1998

Name and address of receiving party(ies):

Name: First Dominion Capital, L.L.C.
Internal Address: John L. Sabre
Street Address: 1330 Avenue of the Americas
City: New York State: NY Zip: 10019

Individual(s) citizenship
Association
General Partnership
Limited Partnership (Delaware)
Corporation - State:
Other: Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,564,392
1,614,605
1,334,376

Additional numbers attached? yes no

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

Name: Catherine R. Howell, Paralegal
Internal Address: Ropes & Gray
Street Address: 1301 K St., N. W. Suite 800 East
City: Washington, D.C. State: Zip: 20005

6. Total number of applications and registration involved:

[3]

7. Total Fee (37 CFR 3.41) \$ 90

Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

18-1945

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.

Catherine R. Howell

Signature

December 9, 1998

Total number of pages including cover sheet, attachments and document: [6]

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MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of September 16, 1998 between Frances Meyer Acquisition, Inc., a Delaware corporation (the "Mark Owner"), having a place of business at 104 Coleman Blvd., Savannah, GA, and First Dominion Capital, L.L.C., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of September 16, 1998, as amended, restated or otherwise supplemented from time to time, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 1330 Avenue of the Americas, New York, New York 10019.

1. Pursuant to the Pledge and Security Agreement dated as of September 16, 1998, as from time to time in effect (the "Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trade marks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner together with the registrations thereof and good will symbolized thereby (collectively the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.

The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.


Mark Owner:

Secured Party:

FRANCES MEYER ACQUISITION, INC.

FIRST DOMINION CAPITAL, L.L.C.,
as Agent under the Credit Agreement referred
to above

By 
Title: President

By 
Title: Senior Managing Director

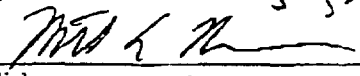
By 
Title: Managing Director

EXHIBIT A

COLLATERAL

TRADEMARKS

Registrations:

<u>Mark</u>	<u>Req. No.</u>
BANNERS BY THE YARD	1,334,376
CHARLIE COMPANY	1,870,504
" "	1,786,732
FRANCES MEYER	1,614,605
FRANCES MEYER GIFTWARE & DESIGN	1,182,075
FRANCES MEYER INC. (Stylized)	1,564,392
MY HANDS	2,116,841

Pending Applications:

<u>Mark</u>	<u>Serial No.</u>
MEMORIES TO KEEP! and Design	75-329,955
THE SCRAPBOOK LEADER	75-329,956

Patent Applications:

<u>Title</u>	<u>Serial No.</u>
METHOD FOR PRODUCTION OF DISPLAY CARDS, ESPECIALLY POSTCARDS	08/754,803
ALBUM PAGE FOR USE WITH MULTIPLE BINDER TYPES	08/979,989

TRADEMARKS

Registrations:

<u>Mark</u>	<u>Req. No.</u>
BANNERS BY THE YARD	TMA 353,333
FRANCES MEYER	TMA 422,100
FRANCES MEYER and Design	TMA 440,687