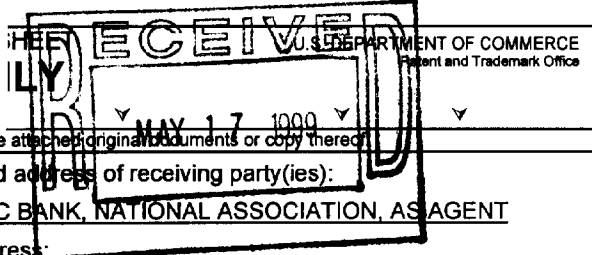


05-25-1999

mkd 5-17-99

FORM PTC-159
1-31-92



5-17-99

101044923

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof

1. Name of conveying party(ies):
SCHOOLHOUSE HOLDINGS, INC.
400 COLUMBUS AVENUE
VALHALLA, NEW YORK 10595

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

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

2. Name and address of receiving party(ies):
Name: PNC BANK, NATIONAL ASSOCIATION, AS AGENT
Internal Address: _____
Street Address: TWO TOWER CENTER BOULEVARD
City: EAST BRUNSWICK State: NEW JERSEY ZIP: 08816

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 30, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Federal Reserve Corp.
Internal Address: _____
Street Address: 400 Seventh St. NW
Suite 101
City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$ 190⁰⁰
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

05/20/1999 MTHRI1 00000279 1945163

01 FC:481 40.00 OP
02 FC:482 150.00 OP

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

Deborah Scheff Deborah Scheff 5/6/99
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 & Trademarks, Box Assignments
Washington, D.C. 20231

05/20/1999 MTHRI1 00000279 1945163
01 FC:481 40.00 OP

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 20, 1999, by and between Schoolhouse Holdings, Inc. and PNC Bank, National Association, as Agent.

Trademark Name	Registration No./Serial No.	Registration Date	Country
Human-i-Tees	1,945,163	1/2/96	USA
Human-i-Tees and Globe The Environmental T-Shirt Company	1,996,412	8/27/96	USA
The Environmental Fundraising Company	2,081,127	7/22/97	USA
Make Your World Better	75/493,314	5/29/98	USA
Save the Game	75/396,602	11/26/97	USA
Healthy Country	2,209,039	12/8/98	USA
Alligator, Inc.	75/542,738	8/25/98	USA

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Schoolhouse Holdings, Inc., a corporation formed under the laws of Delaware, located at 400 Columbus Avenue, Valhalla, New York 10595 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

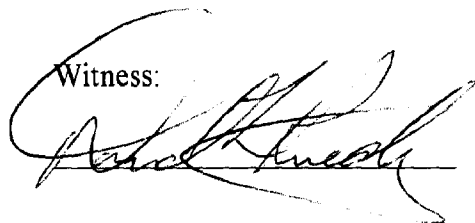
WHEREAS, Borrower is obligated to PNC Bank, National Association ("PNC") and various financial institutions (together with PNC, collectively, "Lenders") named in or which hereafter become a party to the Loan Agreement (as hereinafter defined) and PNC as agent for Lenders (PNC in such capacity, "Agent") located at Two Tower Center Boulevard, East Brunswick, NJ 08816, pursuant to (i) a certain Revolving Credit, Term Loan and Security Agreement, dated as of the date hereof (the "Loan Agreement"), among Agent, Lenders and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Borrower in favor of Agent for the ratable benefit of Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

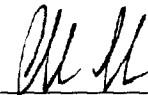
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for the ratable benefit of Lenders and grant to Agent for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

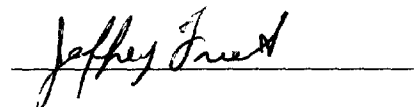
Dated: April 30, 1999

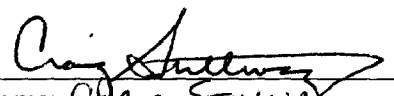
Witness:


SCHOOLHOUSE HOLDINGS, INC.

By: 
Name: Charles Cherington
Title: Chairman

PNC BANK, NATIONAL ASSOCIATION,
AS AGENT

Witness:


By: 
Name: CRAIG STILLWAGON
Title: VICE PRESIDENT

Massachusetts
STATE OF ~~NEW YORK~~)
Suffolk : ss.:
COUNTY OF ~~NEW YORK~~)

On this 22 day of April, 1999, before me personally came Charles Chemister, to me known, who, being by me duly sworn, did depose and say that he is the Chairman of Schoolhouse Holdings, Inc., the corporation described in and which executed the foregoing instrument, and that he signed his name thereto by order of the board of directors of said corporation.

Tracy A. Young
Notary Public

TRACY A. YOUNG, NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 10, 2002

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 3 day of ~~April~~^{May}, 1999, before me personally came CRAM STILLAGEN, to me known, who, being by me duly sworn, did depose and say that he is the VICE PRESIDENT of PNC Bank, National Association and that he was authorized to sign his name thereto.

Selma Schiff
Notary Public

NOTARY PUBLIC, State of New York
No. 4007990
Qualified in Nassau County
Commission Expires October 13, 1999