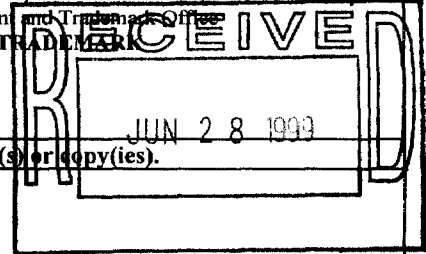


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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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- Correction of PTO Error  
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Conveyance Type

- Assignment  License
- Security  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other  Notice of Grant of Security Interest in Trademarks

Effective Date  
Month Day Year  
9/30/98

Conveying Party

Mark if additional names of conveying parties attached

Name  Beckley-Cardy, Inc.

Execution Date  
Month Day Year

9/30/98

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization  Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name  NationsBank, N.A., As Agent

DBA/AKA/TA

Composed of

Address (line 1)  One Independence Center, 15th Floor

Address (line 2)  NCI-001-15-04, 101 North Tryon Street

Address (line 3)  Charlotte  North Carolina  28255  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association

Other  national banking association

Citizenship/State of Incorporation/Organization

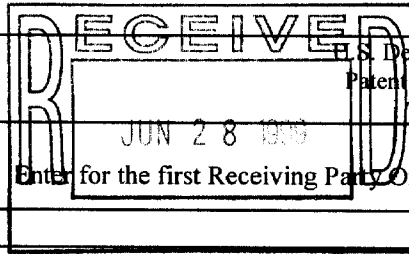
If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to:  
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40.00 EP  
25.00 EP  
06/30/1999 1903202  
01 FC:401  
02 FC:402



**Domestic Representative Name and Address**

Name N/A

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number (919) 286-8000

Name Mark H. Webbink

Address (line 1) Moore & Van Allen, PLLC

Address (line 2) 220 West Main Street, Suite 800

Address (line 3) Durham, North Carolina 27705

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

# 8

**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)

75/330,569

1,903,202

**Number of Properties** Enter the total number of properties involved.

# 2

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

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:

# 13-4365

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, if indicated hereon.

Mark H. Webbink

Name of Person Signing

[Signature]  
Signature

6/25/99  
Date Signed

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

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>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See Schedule A attached hereto and made a part hereof

TRADEMARK APPLICATIONS


<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

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:   
Name: DONALD J. NASKOWSKI  
Title: CFO

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: *Michael Heredia*  
Name: **Michael R. Heredia**  
Title: **Senior Vice President**

**Schedule A**

**Beckley-Cardy, Inc.**

**U.S. Trademarks**

Pending Applications

<b>Mark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>
CREATE-A-CLASSROOM	75/330,569	7/25/97

Registered Marks

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
SPECRITER	1,903,202	7/4/95

**State Registered Marks**

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