

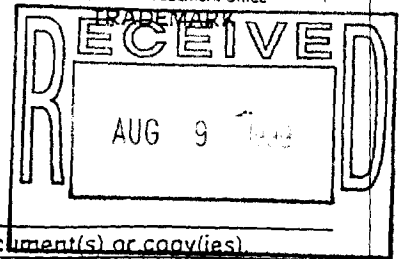
08-09-1999

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name DAVIDSON MARKETING, INC.

Execution Date
Month Day Year
07 08 1999

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name FIRST UNION NATIONAL BANK

DBA/AKATA _____

Composed of _____

Address (line 1) ONE FIRST UNION CENTER

Address (line 2) 301 South College Street

Address (line 3) Charlotte

City

North Carolina

State/Country

28288-1139

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Federally Chartered National Bank
- Citizenship/State of Incorporation/Organization _____

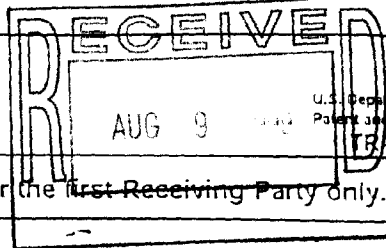
If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/11/1999 MCBATES 00000044 75380523

FOR OFFICE USE ONLY

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40.00 OP



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Jenna M. Jones

Address (line 1) Robinson, Bradshaw & Hinson, P.A.

Address (line 2) 101 North Tryon Street

Address (line 3) Suite 1900

Address (line 4) Charlotte, North Carolina 28246

Correspondent Name and Address

Area Code and Telephone Number (704) 377-8167

Name Grace Keel

Address (line 1) Robinson, Bradshaw & Hinson, P.A.

Address (line 2) 101 North Tryon Street

Address (line 3) Suite 1900

Address (line 4) Charlotte, North Carolina 28246

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 3

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)

75/380523

Number of Properties

Enter the total number of properties involved. # 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

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: # 500327

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, as indicated herein.

Jenna M. Jones
Name of Person Signing

Jenna M. Jones
Signature

8.5.99
Date Signed


**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, DAVIDSON MARKETING, INC., (the "Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of July 8, 1999, in which the Pledgor has agreed with First Union National Bank, as Administrative Agent (the "Administrative Agent"), with offices at One First Union Center, 301 South College Street, Charlotte, North Carolina 28288-1139, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant of Security Interest has been given in conjunction with the security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Grant of Security Interest are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

DAVIDSON MARKETING, INC.

By: 

Tim Donmoyer, Vice President

**STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG**

I, Grace Howe Keel, Notary Public of the county and state aforesaid, certify that Tim Donmoyer, personally appeared before me this day and acknowledged that he is the Vice President of Davidson Marketing, Inc., and that by authority duly given and as an act of the corporation, he signed the foregoing instrument as its Vice President.

WITNESS my hand and official stamp or seal, this 8th day of July, 1999.

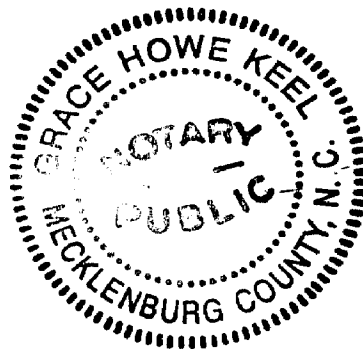
Grace Howe Keel

NOTARY PUBLIC

My Commission Expires:

My Commission Expires Sept. 2, 2002

[NOTARY SEAL]



I. U.S. TRADEMARK REGISTRATION APPLICATIONS

<i>SUBSIDIARY</i>	<i>MARK</i>	<i>SERIAL NO.</i>	<i>FILING DATE</i>
Davidson Marketing, Inc.	DMI/PARTNERS PULSE	75/380,523	11/02/98

II. U.S. TRADEMARK REGISTRATIONS

none