

06-01-2000

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UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original document or copy thereof.

1. Name and address of conveying party:

SFI of Delaware, LLC
3701 East Virginia Beach Boulevard
Norfolk, VA 23502

A Delaware limited liability company

2. Name and address of receiving party:

Fleet National Bank, as Collateral Agent
100 Federal Street
Boston, MA 02110

A national banking association

3. Nature of conveyance: Assignment of Security Interest in
United States Trademarks

Execution date: March 10, 2000

4. Application numbers and registration numbers:

A. Trademark numbers:

See Schedule A attached hereto.

B. Trademark application numbers:

See Schedule A attached hereto.

TRADEMARK
REEL: 002080 FRAME: 0929
05/31/2000 JSR/RAZZ 0000059 75157127
40.00 CP
125.00 CP
01 FC:461
02 FC:462

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

Lucas Rogers, Esq.
Bingham Dana LLP
150 Federal Street
Boston, MA 02110

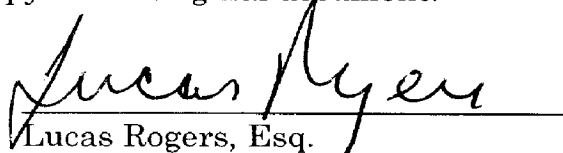
6. Total number of applications and trademarks involved: 6

7. Total fee enclosed: \$165.00

8. Deposit account number: Not applicable

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.



Lucas Rogers, Esq.
May 11, 2000

Total number of pages submitted (including cover sheet and any attached Schedules, and conveyance document and any attached Schedules): 10

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

U.S. Patent and Trademark Office
Office of Public Records
Customer Service Counter
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

PENDING U.S. TRADEMARK REGISTRATIONS

sfi.net

Serial Number: 75,157,127

Filing Date: 8/28/96

U.S. TRADEMARK REGISTRATIONS

GRAPHIC MANAGEMENT CORPORATION

Registration Number: 1,690,624

Registration Date: 6/2/92

SFI

Registration Number: 2,020,703

Registration Date: 12/3/96

STANDARD FORMS

Registration Number: 2,085,366

Registration Date: 8/5/97

MAKING COLLEGE COUNT, Class 16

Registration Number: 2,174,450

Registration Date: 7/21/98

MAKING COLLEGE COUNT, Class 9

Registration Number: 2,280,046

Registration Date: 9/21/99

ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SFI OF DELAWARE, LLC a Delaware limited liability company (the "Assignor") with principal offices at 3701 East Virginia Beach Boulevard, Norfolk, Virginia, hereby assigns and grants to Fleet National Bank, as Collateral Agent, with offices at 100 Federal Street, Boston, Massachusetts 02110 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses symbolized by the Marks and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the full and prompt performance and payment of all the Obligations of the Assignor, as such term is defined in the Amended and Restated U.S. Security Agreement among the Assignor, the other assignors party thereto and the Assignee, dated as of March 10, 2000 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks acquired under this Assignment.

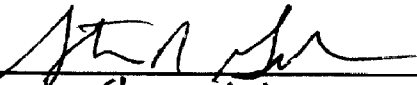
This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth

in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

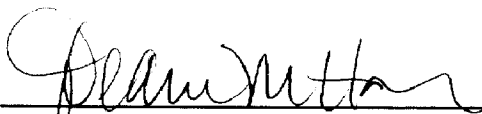
IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security

Interest as of the 10th day of March, 2000.

SFI OF DELAWARE, LLC,
as Assignor

By 
Name: Steve Gibson
Title: Vice President

FLEET NATIONAL BANK,
as Collateral Agent and Assignee

By 
Name:
Title: **DEANNE W. HORN**
VICE PRESIDENT

COMMONWEALTH OF MASSACHUSETTS

)

) ss.:

COUNTY OF SUFFOLK,

)

On this 9th day of March, 2000 before me personally came

Steven K Gibson who being duly sworn, did depose and say that he is a Vice President of SFI of Delaware, LLC and that he is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said Corporation.

Tracy S. Kirk

Notary Public

TRACY S. KIRK, Notary Public
My Commission Expires May 28, 2004

COMMONWEALTH OF MASSACHUSETTS

)

) ss.:

COUNTY OF SUFFOLK,

)

On this 9th day of March, 2000 before me personally came Deanne Horn, who being duly sworn, did depose and say that she is a Vice President of Fleet National Bank and that she is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that she did so by authority of the governing body of such Bank.

Tracy S. Kirk
Notary Public

TRACY S. KIRK, Notary Public
My Commission Expires May 28, 2004

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