

09-25-2000



101468709

TRADEMARKS ONLY

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

Submission Type

New

Resubmission Document ID# (Non-Recordation)

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other Notice of Grant of Security Interest

Effective Date
Month Day Year
 08/16/00

Conveying Party

Mark if additional names of conveying parties attached

Name Action Corporate Services, Inc.

Execution Date
Month Day Year

08/16/00

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Arizona

Receiving Party

Mark if additional names of receiving parties attached

Name First Union National Bank

DBA/AKA/TA

Composed of

Address (line 1) One First Union Center

Address (line 2) TW-10

Address (line 3) Charlotte North Carolina 28288-0608
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.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

09/22/2000 14:02:21 75626571

40.00 DP
25.00 DP

01 FC:481
02 FC:482

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

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 Steven D. Thomas

Address (line 1) Moore & Van Allen, PLLC

Address (line 2) 2200 West Main Street

Address (line 3) Suite 800

Address (line 4) Durham, North Carolina 27705

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)

75/626,571

2,319,034

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, as indicated herein.

Steven D. Thomas

Steven D. Thomas
Signature

August 30, 2000

Name of Person Signing

Date Signed

August 30, 2000

Via Certified Mail
7000 0600 0021 6655 7056

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Steven D. Thomas
Attorney at Law

T 919 286 8122
F 919 416 8322
steventhomas@mvalaw.com

Moore & Van Allen PLLC

Suite 800
2200 West Main Street
Post Office Box 3843
Durham, NC 27702-3843

Re: Recordation Of Notice Of Grant Of Security Interest In Trademarks.

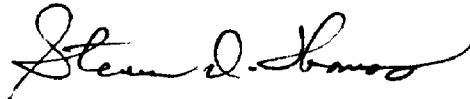
Dear Sir/Madam:

Please find enclosed the following documents for recordation with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed August 16, 2000, by Action Corporate Services, Inc. and First Union National Bank;
3. Check No. 30523 in the amount of Sixty-Five Dollars (\$65.00);
4. Post Card acknowledgment of filed Notice of Grant of Security Interest documents.

Sincerely yours,

MOORE & VAN ALLEN, PLLC



Steven D. Thomas

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

TIM KROLL
(Typed or printed name of person signing the certificate)

Tim Kroll
(Signature of the person signing the certificate)

8/30/00
(Date of Signature)

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 16, 2000 (as amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and First Union National Bank (the "Bank"), the undersigned Grantor has granted to the Bank a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below:

TRADEMARKS

See attached schedule.

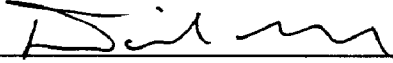
TRADEMARK APPLICATIONS

See attached schedule.

The undersigned Grantor and the Bank 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 or trademark application.


Very truly yours,

ACTION CORPORATE SERVICES, INC.,
an Arizona corporation

By: 
Name: David A. Husband
Title: President

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK

By: 
Name: Andrew Payne
Title: Vice President

**Action Corporate Services, Inc.
(Arizona Corporation)**

U.S. Trademarks

Registered Mark

ACTION INTERACTIVE	2,319,034	2/15/00
--------------------	-----------	---------

Pending Application

ACTION MARKETING	75-626,571	1/21/99
------------------	------------	---------

CHAR1\551063_1