

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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03-07-2003 102384018

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

3-703

To the Honorable Commissioner of Patents and Trademarks: Please return original documents or copy thereof.

1. Name of conveying party(ies):

HANLEY-WOOD, LLC

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Supplemental Grant of Security Interest (Trademarks) Execution Date: 2/25/2003

2. Name and address of receiving party(ies)

Name: The Bank of New York, as Internal successor Administrative Agent Address: One Wall street

Street Address: City: NY State: NY Zip: 10286

- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1435891; 2314213; 2454268; 2160671; 1690974; 2183151; 1693751

Additional number(s) attached Yes No

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

Name:

Inte:

Federal Research Company, LLC 1030 15th Street, NW, Suite 920 Washington, DC 20005

Street Address:

City: State: Zip:

6. Total number of applications and registrations involved:

75

7. Total fee (37 CFR 3.41):

\$ 1890.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Janelle Telesford Name of Person Signing

Janelle Telesford Signature

3/3/03 Date

Total number of pages including cover sheet, attachments, and document:

03/10/2003 LABELLER 0000057 1435891

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002683 FRAME: 0673

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of February 25, 2003

Mark	Registration Number/Application Number	Date Issued/Date of Application
A/E/C SYSTEMS	1435891	April 7, 1987
A/E/C SYSTEMS	2314213	February 1, 2000
AQUA SCAPES	2454268	May 22, 2001
AQUATICS INTERNATIONAL	2160671	May 26, 1998
AQUATICS INTERNATIONAL	1690974	June 2, 1992
AQUATICS INTERNATIONAL	2183151	August 18, 1998
AQUATICS INTERNATIONAL and Design	1693751	June 2, 1992
BRANDFILMS	2614590	September 3, 2002
BUILD USA & DESIGN	2498584	October 16, 2001
BUILDER	1687838	May 19, 1992
BUILDER ONLINE	2148498	April 7, 1998
BUILDER'S HOME TECH	76/242824	April 18, 2001
BUILDING PRODUCTS	2054872	April 22, 1997
CBTC and Design	2238413	April 13, 1999
CONCRETE COMMANDER	76/351011	December 17, 2001
CONCRETE CONSTRUCTION	1681976	April 7, 1992
CONCRETE SOURCEBOOK	1304388	November 6, 1984
CONCRETE TRADER	1638360	March 19, 1991

Mark	Registration Number/Application Number	Date Issued/Date of Application
CONSTRUCTION BUSINESS & TECHNOLOGY CONFERENCE	2282241	September 28, 1999
CONTEMPRA	1529690	March 14, 1989
COST VS. VALUE	2436625	March 20, 2001
CUSTOM HOME	2057150	April 29, 1997
CUSTOM HOME	2388892	September 19, 2000
EBUILD	2569447	May 14, 2002
EDM/PDM EXPO	2242178	April 27, 1999
EL NUEVO CONSTRUCTOR	76/410609	May 22, 2002
EMONITOR	2571079	May 21, 2002
EPLANS	2401126	October 31, 2000
EPLANS.COM	2416682	December 26, 2000
EXTERIOR SPECIALTY CONTRACTOR	76/427085	July 2, 2002
FIND-A-PRO	2516704	December 11, 2001
GEOEXPO	2376819	August 15, 2000
GOVCAD	2120997	December 16, 1997
HANLEY WOOD'S TOOLS OF THE TRADE SHOW	2329844	March 14, 2000
HANLEY-WOOD'S TOOLS OF THE TRADE	2377928	August 15, 2000
HOME IMPROVEMENT RETAILER	2211986	December 15, 1998
HOME PLANNER	1551926	August 15, 1989
HOME PLANNERS	957334	April 17, 1973

Mark	Registration Number/Application Number	Date Issued/Date of Application
HOME PLANNERS and Design	1133661	April 22, 1980
HOME TECH	76/242823	April 18, 2001
I HOUSING	2421251	January 16, 2001
IHOUSING	2476726	August 7, 2001
IHOUSING	2421252	January 16, 2001
INTERNATIONAL FLOOR COVERING WEEK	76/298234	August 10, 2001
LIFESTYLE HOME PLAN	1534247	April 11, 1989
MASONRY CONSTRUCTION	2434409	March 6, 2001
MULTIFAMILY EXECUTIVE and Design	2271770	August 24, 1999
OLD-HOUSE JOURNAL	2227859	March 2, 1999
PACESETTER	76/481098	January 9, 2003
PLAN-A-HOME	1535262	April 18, 1989
POOL & SPA NEWS	2655675	December 3, 2002
POOL & SPA NEWS AQUASCAPES and Design	75/863778	December 3, 1999
PROSALES	2043491	March 11, 1997
PROSALES FORCE	76/415176	May 30, 2002
QUOTE ONE	1941800	December 12, 1995
REMODELING	1731008	November 10, 1992
REPLACEMENT CONTRACTOR	76/434694	July 26, 2002
RESIDENTIAL ARCHITECT	2110166	October 28, 1997
SELECT HOME DESIGNS and Design	1119238	May 29, 1979

Mark	Registration Number/Application Number	Date Issued/Date of Application
SITE COMMANDER	2672863	January 7, 2003
SPLASH ZONE and Design	2323283	February 29, 2000
SUNBURST Design	1292813	September 4, 1984
SURFACES	1663619	November 5, 1991
SYSTEM BUILDER	76/440514	August 14, 2002
THE ABERDEEN GROUP	1725593	October 20, 1992
THE CONCRETE PRODUCER	2179719	August 4, 1998
THE HOME OF THE FUTURE	2093909	September 2, 1997
THE JOURNAL OF LIGHT CONSTRUCTION	2305195	January 4, 2000
THE JOURNAL OF LIGHT CONSTRUCTION (Stylized)	2317653	February 15, 2000
THE TEAMBUILDER CONFERENCE	2383968	September 5, 2000
THE WIRED HOUSE	76/439742	August 13, 2002
TOOLS OF THE TRADE	2487398	September 11, 2001
WATERFEATURES	2274606	August 31, 1999
WORLD OF CONCRETE	1215200	November 2, 1982
WORLD OF MASONRY	1826752	March 15, 1994

**SUPPLEMENTAL GRANT OF SECURITY INTEREST (TRADEMARKS)
AND NOTICE OF CHANGE OF ADMINISTRATIVE AGENT**

The undersigned, **HANLEY-WOOD, LLC**, a Delaware limited liability company (the "*Grantor*") is obligated to **THE BANK OF NEW YORK**, as successor Administrative Agent (the in such capacity, the "*Secured Party*"), and the lenders from time to time party to the Credit Agreement (the "*Lenders*"), dated as of September 15, 1999 (as amended, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), by and among the Grantor, certain subsidiaries of the Grantor party thereto, the Lenders, Wachovia Bank, National Association (formerly known as First Union National Bank), as Administrative Agent (in such capacity, "Wachovia"), The Bank of New York, as Syndication Agent and Bankers Trust Company, as Documentation Agent, and pursuant to which the Grantor has entered into the Security Agreement, dated as of September 15, 1999 (as amended, supplemented or otherwise modified from time to time, the "*Security Agreement*"), by and among the Grantor, the subsidiaries of Grantor from time to time party thereto and Wachovia.

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party, as successor to Wachovia, a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "*Collateral*"), to secure the prompt payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid or, where the security interest has been previously recorded, for the purpose of giving notice of the succession of the Secured Party to Wachovia, as Administrative Agent, the Grantor does hereby further grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

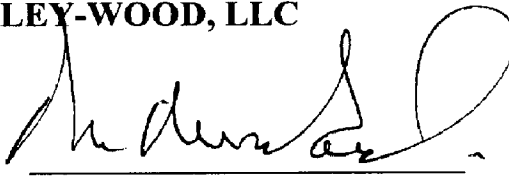
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: One Wall Street, New York, New York 10286.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 25th day of February, 2003.

HANLEY-WOOD, LLC

By: _____

A handwritten signature in black ink, appearing to read "Michael M. Wood", written over a horizontal line.

Name: Michael M. Wood

Title: Chief Executive Officer

On the 25th day of February in the year 2003 before me, the undersigned, personally appeared Michael M. Wood, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Patricia M. Donovan

Notary Public

My Commission Expires:

PATRICIA M. DONOVAN

~~Notary Public, District of Columbia~~

~~My Commission Expires Feb. 28, 2005~~