

09-25-1998

JUL 20 1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100837978

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Watson Wyatt & Company
6707 Democracy Boulevard
Suite 800
Bethesda, Maryland 20819-1129

- Individual(s)
- General Partnership
- Corporation Delaware
- Other
- Association
- Limited Partnership

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

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
Street Address: 101 North Tryon Street
Internal Address: 15th Floor
City: Charlotte State: North Carolina Zip: 28255

- Individual(s) citizenship _____
- Association _____
- General Partnership _____

- Limited Partnership _____
- Corporation _____
- Other national banking association

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other Notice of Grant of Security Interest In Trademarks
- Merger
- Change of Name 7-2098

Effective Date: June 30, 1998

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

A. Trademark Application No.(s): N/A

B. Trademark Registration No.(s): 2,038,136 1,992,578

Additional numbers attached? Yes No

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

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.4): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account (Any Deficiency)

8. Deposit account number:
13-4365

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

09/23/1998 TTON11 00000076 2038136

01 FC:481
02 FC:482

40.00 BP
25.00 GP

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.

Mark H. Webbink, Esq.
Name of Person Signing

[Signature]
Signature

7/16/98
Date

Total number of pages including cover sheet, attachments and document: 5

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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 Patent And Trademarks, Washington, DC 20231, Box ASSIGNMENTS.

Brian Stekloff
(Typed or printed name of person signing the certificate)

[Signature]
(Signature of the person signing the certificate)

7-16-98
(Date of Signature)

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07/23/1998 DC0ATES 00000228 134365
01 FC:481
02 FC:482

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 June 30, 1998 (the "Security Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks 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>
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See Schedule A attached hereto and incorporated by reference

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Schedule A attached hereto and incorporated by reference

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 or trademark application.

Very truly yours,

WATSON WYATT & COMPANY
(d/b/a Watson Wyatt Worldwide)

By: 

Name: *Walter W. Burdenwerper*
Title: *Vice President, Secretary and
General Counsel*

Acknowledged and Accepted:

NATIONSBANK, N.A.,
as Agent

By: 

Name: MICHAEL R. HEREDIA

Title: SENIOR VICE PRESIDENT

Schedule A
to Notice of Grant of Security Interest in Trademarks

Watson Wyatt & Company

U.S. Trademarks

Mark	Registration No.	Registration Date
W (stylized)	2,038,136	2/18/97
WATSON WYATT WORLDWIDE	1,992,578	8/13/96