

12-10-1998

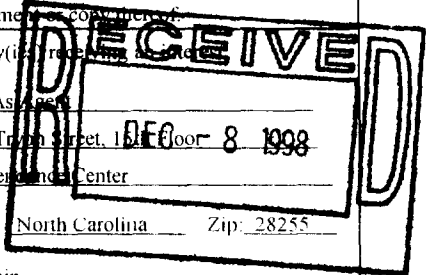


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NOTIFICATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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



11/10/98 12-5-98

1 Name of Party(ies) conveying an interest:

Interactive Exhibitions Limited
Kingston Upon Thames
16 Princeton Mewslondon Road, Surrey KT2 6PT
England

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

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

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

Name: NationsBank, N.A., As Agent
Street Address: 101 North Tryon Street, 16th Floor
Internal Address: One Independence Center
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

Execution Date: November 18, 1998

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

A. Trademark Application No (s) 74/277,433

B. Trademark Registration No.(s): N/A

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: 1

7. Total fee (37 CFR 3.4): \$ 40.00
 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).

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

12/4/98
Date

Total number of pages including cover sheet, attachments and document: 7

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

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

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

12/4/98
(Date of Signature)

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to a Debenture dated as of November 18, 1998 (as the same may be amended, modified, extended or restated from time to time, the "Debenture") by and between Interactive Exhibitions Limited, a company incorporated in England (the "Obligor") and NationsBank, N.A., as Collateral Agent (the "Collateral Agent") for the lenders referenced therein (the "Lenders"), the Obligor has granted a continuing security interest in and continuing lien upon, (i) the trademarks, service marks and related registrations and applications (the "Trademarks") shown below to the Collateral Agent for the ratable benefit of the Lenders, together with (ii) the goodwill and assets of the business symbolized by such Trademarks and (iii) all actions for infringement concerning the foregoing including the right to sue for and to recover and retain all damages and profits arising from past infringement:

TRADEMARKS

<u>Trademark Registration No.</u>	<u>Registered Trademark</u>	<u>Date of Registration</u>
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See attached Schedule A.

The undersigned Credit Party and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the attached trademarks and trademark applications (i) can be terminated only in accordance with the terms of the Debenture and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

INTERACTIVE EXHIBITIONS LIMITED

By  _____

Name DAVID PEGLER

Title Director

Acknowledged and Accepted:

NATIONSBANK, N.A., as Collateral Agent

By _____

Name _____

Title _____

The undersigned Credit Party and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the attached trademarks and trademark applications (i) can be terminated only in accordance with the terms of the Debenture and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

INTERACTIVE EXHIBITIONS LIMITED


By _____

Name _____

Title _____

Acknowledged and Accepted:

NATIONSBANK, N.A., as Collateral Agent

By 

Name Peter D. Griffith

Title Senior Vice President

Schedule A

Interactive Exhibitions Limited

U.S. Trademarks

Pending Applications

Mark	Application Serial No.	Filing Date
SOFTWORLD and Design	74/277,433	5/21/92