

01-15-1999



MKD 114.99

RECORDATION FORM COVER  
TRADEMARKS ONLY

100942648

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:

Peoples Telephone Company, Inc.  
2301 N.W. 89th Place  
Miami, Florida 33172

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation New York  
 Other

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, 15th 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                       Merger  
 Security Agreement               Change of Name  
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: December 23, 1998

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

Trademark Application No.(s): 75184,145

Additional numbers attached?  Yes  No

3 Trademark Registration No.(s): 2,051,971      1,910,451  
1,601,321

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

Name: Arlene D. Hanks, Esq.  
 Internal Address: Moore & Van Allen, P.L.L.C.  
 Street Address: 2200 West Main Street, Suite 800  
 City: Durham State: NC ZIP: 27705

6 Total number of applications and registrations involved: 4

7 Total fee - (37 CFR 3.4) 115.00

Enclosed  
 Authorized to be charged to deposit account (Any Deficiency)

8 Deposit account number: 13-436  
 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.*

Arlene D. Hanks, Esq.      [Signature]      1-5-99      1156  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document 4

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, D.C. 20231, BOX ASSIGNMENTS.

PATRICK T. WALLS  
 (Typed or printed name of person signing the certificate)

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

1/5/99  
 (Date of Signature)

01/15/1999 TTDW11 00000063 2052971

01 FC:481 40.00 OP  
 02 FC:482 75.00 OP

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of December 23, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Collateral Agent (the "Collateral Agent") for the Lenders 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 Collateral Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
-----------------------------------	---	-----------------------------

**See Exhibit A attached hereto and made a part hereof.**

TRADEMARK APPLICATIONS

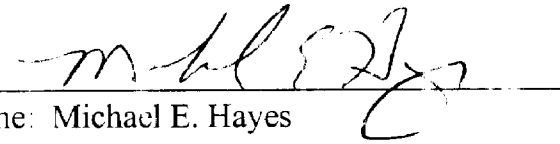
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

**See Exhibit A attached hereto and made a part hereof.**

The Obligors and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications ( ) 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,

**PEOPLES TELEPHONE COMPANY, INC.**

By:   
Name: Michael E. Hayes  
Title: Treasurer

Acknowledged and Accepted:

NATIONSBANK, N.A.,  
as Collateral Agent


By:   
Name: KEITH M. SCHMELDER  
Title: SENIOR VICE PRESIDENT

Exhibit A

U. S. FEDERAL TRADEMARKS

**Registered Trademarks**

Peoples Telephone Company, Inc.

Mark	Registration No.	Registration Date
PTC (Stylized)	2,052,971	4/15/97
PTC PEOPLES TELEPHONE COMPANY, INC. (Stylized)	1,910,451	8/8/95
PTC PEOPLES TELEPHONE COMPANY, INC. (Stylized)	1,605,321	7/10/90

**Pending Trademark Applications**

Peoples Telephone Company, Inc.

Mark	Application Serial No.	Filing Date
WORLD COIN	75-184,145 *	10/21/96

\* A Notice of Allowance was filed on June 24, 1997 for this application.