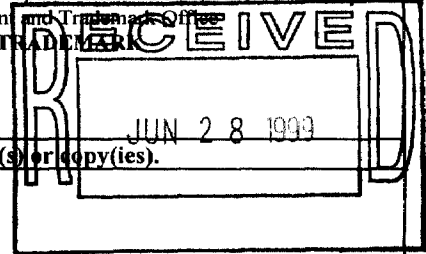


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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other Notice of Grant of Security Interest in Trademarks

Effective Date
Month Day Year
9/30/98

Conveying Party

Mark if additional names of conveying parties attached

Name Beckley-Cardy, Inc.

Execution Date
Month Day Year

9/30/98

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name NationsBank, N.A., As Agent

DBA/AKA/TA

Composed of

Address (line 1) One Independence Center, 15th Floor

Address (line 2) NCI-001-15-04, 101 North Tryon Street

Address (line 3) Charlotte North Carolina 28255
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association

Other national banking association

Citizenship/State of Incorporation/Organization

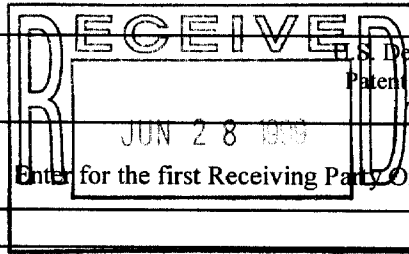
If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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199302
40.00 EP
25.00 EP
06/30/1999 09:00:01
01 FC:401
02 FC:402



Domestic Representative Name and Address

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 Mark H. Webbink

Address (line 1) Moore & Van Allen, PLLC

Address (line 2) 220 West Main Street, Suite 800

Address (line 3) Durham, North Carolina 27705

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

8

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)

75/330,569

1,903,202

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 hereon.

Mark H. Webbink

Name of Person Signing

[Signature]
Signature

6/25/99
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of September 30, 1998 (the "Security Agreement") by and among the obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark registrations 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>
----------------------	---	-----------------------------

See Schedule 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 Schedule A attached hereto and made a part hereof

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, trademark registration or trademark application.

Very truly yours,

BECKLEY-CARDY, INC.

By: 
Name: DONALD J. NASKOWIAK
Title: CFO

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: _____
Name: _____
Title: _____

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, trademark registration or trademark application.

Very truly yours,

BECKLEY-CARDY, INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: *Michael Heredia*
Name: **Michael R. Heredia**
Title: **Senior Vice President**

Schedule A

Beckley-Cardy, Inc.

U.S. Trademarks

Pending Applications

Mark	Application Serial No.	Filing Date
CREATE-A-CLASSROOM	75/330,569	7/25/97

Registered Marks

Mark	Registration No.	Registration Date
SPECRITER	1,903,202	7/4/95

State Registered Marks

State	Mark	Registration No.	Registration Date
Minn	SPECRITER (stylized)	22,321	5/2/94