

10-18-1999



101176717

COVER SHEET

OCT 8

TRADEMARKS ONLY

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

MRD 10-8-99

Submission Type

- New
- Resubmission Document ID# (Non-Recordation)
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

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

Effective Date
Month Day Year
9/15/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Hanley-Wood, LLC

9/15/99

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name First Union National Bank, as Agent

DBA/AKA/TA

Composed of

Address (line 1) One First Union Center

Address (line 2) TW-9

Address (line 3) Charlotte NC 28288-0608
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.)

10/15/1999 MRD/HEH 00000325 75/21173

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 325.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

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) 2200 West Main Street

Address (line 3) Suite 800

Address (line 4) Durham, NC 27705-4658

Pages

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

10

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)

75/721,173

75/478,352

2,211,986

2,179,719

2,054,872

75/721,171

75/462,408

2,093,909

2,043,491

2,098,259

75/540,154

75/390,125

2,110,166

2,057,150

2,095,968

Number of Properties

Enter the total number of properties involved.

34

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 865.00

Method of Payment: Enclosed

Deposit Account

Deposit Account

(any deficiency)

(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

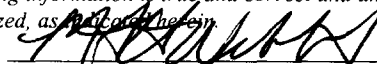
No

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 herein.

Mark H. Webbink

Name of Person Signing



Signature

10/5/99

Date Signed

**RECORDATION FORM COVER SHEET
 CONTINUATION
 TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
 Enter Additional Conveying Party

Name Execution Date
 Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
 Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
 City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	2,100,480	1,725,593	1,681,976
<input type="text"/>	<input type="text"/>	<input type="text"/>	2,104,376	1,715,653	1,638,360
<input type="text"/>	<input type="text"/>	<input type="text"/>	2,148,498	1,826,752	1,682,387
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,927,555	1,680,344	1,676,358
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,944,725	1,687,838	1,292,813
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,820,608	1,731,008	1,304,388

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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Month Day Year

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Composed of

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City

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Zip Code

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Corporation Association

Other

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Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	1,215,200	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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 September 15, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, 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>
	See attached Schedule A	

TRADEMARK
APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Application</u>
	See attached Schedule A	

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,

HANLEY-WOOD, LLC

By: *S. Gerard Benoit*
Name: S. Gerard Benoit
Title: Vice-President

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Agent

By: *Jeffrey M. Graci*
Name: Jeffrey M. Graci
Title: Vice President

Hanley-Wood, Inc.
(District of Columbia Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
HOME IMPROVEMENT RETAILER	2,211,986	12/15/98
THE HOME OF THE FUTURE	2,093,909	9/2/97
RESIDENTIAL ARCHITECT	2,110,166	10/28/97
THE CONCRETE PRODUCER	2,179,719	8/4/98
PROSALES	2,043,491	3/11/97
CUSTOM HOME	2,057,150	4/29/97
BUILDING PRODUCTS	2,054,872	4/22/97
MASONRYWORLD	2,098,259	9/16/97
CONCRETEWORLD	2,095,968	9/9/97
THE CONCRETE NETWORK	2,100,480	9/23/97
THE MASONRY NETWORK	2,104,376	10/7/97
BUILDER ONLINE	2,148,498	4/7/98
ABERDEEN'S CONCRETE JOURNAL	1,927,555	10/17/95
WORLD OF CONSTRUCTION	1,944,725	12/26/95
ABERDEEN'S CONCRETE JOURNAL & TRADER	1,820,608	2/8/94
THE ABERDEEN GROUP	1,725,593	10/20/92
AG (Stylized)	1,715,653	9/15/92
WORLD OF MASONRY	1,826,752	3/15/94
ABERDEEN'S MAGAZINE OF MASONRY CONSTRUCTION	1,680,344	3/24/92
BUILDER	1,687,838	5/19/92
REMODELING	1,731,008	11/10/92
CONCRETE CONSTRUCTION (Stylized)	1,681,976	4/7/92
CONCRETE TRADER	1,638,360	3/19/91
ABERDEEN'S CONSTRUCTION MARKETING TODAY	1,682,387	4/7/92
ABERDEEN'S CONCRETE REPAIR DIGEST	1,676,358	2/18/92
Miscellaneous Design	1,292,813	9/4/84
CONCRETE SOURCEBOOK	1,304,388	11/6/84
WORLD OF CONCRETE	1,215,200	11/2/82

Pending Applications

Mark	Application No.	Filing Date
HANLEY-WOOD'S TOOLS OF THE TRADE SHOW	75-721,173	6/3/99
CUSTOM HOME	75-721,171	6/3/99
THE TEAMBUILDER CONFERENCE	75-540,154	8/20/98
THE CONCRETE ADVANTAGE	75-478,352	5/1/98
CONSTRUCTION SUPER NETWORK (Stylized)	75-462,408	4/6/98
HANLEY-WOOD'S TOOLS OF THE TRADE	75-390,125	11/14/97