Expires 06/30/99 OMB 0651-0027	2-2000 	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
T(): The Commissioner of Patents and Trademarks: Please reco	rd the attached original document(s) or co	opy(ies).
Submission Type New Resubmission Document ID # Correction of PTO Error Reel # Frame # Corrective Document Reel # Frame #	Conveyance Type Assignment Security Agreement Merger Change of Name Other Notice of Security	License Nunc Pro Tunc Assignment Effective Date Month Day Year ty Interest
Name Cinmar, L.P. Formerly Individual General Partnership Limited Partnership Other Citizenship/State of Incorporation/Organization Delaware	Mark if additional names of conveying mark if additional names of conv	Execution Date Month Day Year 07 25 2000 Association
Receiving Party Name Fleet National Bank DBA/AKA/TA Composed of	Mark if additional names of t	receiving attached
Address (line 1) One Federal Street Address (line 2) MA DE 10007G Address (line 3) Boston City	MA State/Country	02110-2010 Zip Code
Individual General Partnership Corporation Association Other National Banking Association Citizenship/State of Incorporation/Organization	Limited Partnership	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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Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO-16 Expires 06/30/99 OMB 0651-0027	18B	Pag	e 2	U.:	S. Department of Commerce Patent and Trademark Office TRADEMARK
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Corresponde	ent Name and Ad	dress	Area Code and Telepl	hone Number (617) 570	0-1292
Name	Miriam J. Rovner				
Address (line 1)	Goodwin, Procter & I	Hoar LLP			
Address (line 2)	Exchange Place				
Address (line 3)	53 State Street				
Address (line 4)	Boston, MA 02109-28	81			
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Enter either th	Application Num ne Trademark Application Frademark Application	ber(s) or Registration n Number or the Registration Number(s)	Number (DO NOT ENT	Mark if addition TER BOTH numbers for Registration Number	
	See attached			See Attached	
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Fee Amount		Fee Amount for P	roperties Listed (37 CF)	R 3.41):	\$190.00
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To the be original of	est of my knowledge and locument. Charges to de	belief, the foregoing informate posit account are authorized,	tion is true and correct at as indicated herein.	nd any attached copy is	s a true copy of the
	d Person Signing	Sign	ature		Date Signed

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SCHEDULE 1

CINMAR, L.P.

TRADEMARKS

<u>Mark</u>	Registration No.	Registration or Expiration Date	ation
Frontgate	74198889	8/28/91	8/28/2001
The Search for a Perfect Gift	74609333	12/12/94	12/12/2004
Enhancing Your Life at Home	74366626	12/21/93	12/21/2003
Splash (word)	2049193	4/1/97	4/1/2007
Frontgate Splash (word & design)	2050955	4/8/97	4/8/2007
The Ultimate Grill (stylized words)	75/269751	4/7/97	Pending
The Ultimate Grill (words)	75/269752	4/7/97	Pending

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NOTICE OF SECURITY INTEREST (IN U.S. TRADEMARKS)

WHEREAS, CINMAR, L.P., a Delaware limited partnership (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in the United States Patent and Trademark Office, or are applications pending in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to Fleet National Bank (herein referred to as "Assignee"), as agent for itself and for the ratable benefit of the financial institutions party from time to time to the Third Amended and Restated Loan Agreement dated as of August 24, 1998 (as amended, the "Loan Agreement") and has entered into a Trademark, Patent and Copyright Security Agreement dated the date hereof, (the "Agreement") with Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Loan Agreement (or any guaranty thereof), now or hereafter owing by the Assignor.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations (or any guaranty thereof) now or hereafter owing by the Assignor.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the grant of security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is One Federal Street, Boston, Massachusetts 02110.

IN WITNESS WHEREOF, Assignor has caused this Notice of Security Interest to be duly executed by its officer thereunto duly authorized as of the 35 day of July, 2000.

[SEAL]

CINMAR, L.P.

by Cinmar, Inc., its General Partner

Name: William T. En Title: Vice President

OMMONWEALTH OF MASSACHUSETTS)

COUNTY OF SUFFOLK (um horland) ss

On this 25 day of July, 2000, before me appeared William T. End to me personally known, who, being by me duly sworn, did depose and say that he is a Vice President of CINMAR, INC., the corporation named in and which executed the foregoing instrument; that being duly authorized he did execute the foregoing instrument on behalf of the corporation therein named; and that the foregoing instrument is the free and authorized act and deed of said corporation.

Notary Public_

My commission expires: **3**

(Seal)

WILLIAM T. STEWARE
Notary Public, Maine
Ny Commission Expires October 5, 2008

SCHEDULE 1

CINMAR, L.P.

TRADEMARKS

		Registration or Expiration	
<u>Mark</u>	Registration No.	Filing Date Date	
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The Ultimate Grill (stylized words)	75/269751	4/7/97	Pending
The Ultimate Grill (words)	75/269752	4/7/97	Pending
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RECORDED: 10/16/2000