

02-27-2001



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FEB 13 2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
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2-13-01

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

Submission Type

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

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

- Mark if additional names of conveying parties attached
- Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

02/23/2001 AAHMED1 00000163 2033199

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002240 FRAME: 0879

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

FEB 13 2001

Correspondent Name and Address

Area Code and Telephone Number

617-951-8000

Name

Emilia F. Cannella, Esq.

Address (line 1)

Bingham Dana LLP

Address (line 2)

150 Federal Street

Address (line 3)

Boston, MA 02110

Address (line 4)

Pages

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

#

Three

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"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

2,033,199	2,086,488	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Two

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:

#

500927

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.

Emilia F. Cannella, Esq.

Name of Person Signing

Signature

2/9/01

Date Signed

TRADEMARK RELEASE

This Release granted as of December 27, 2000, by Bankers Trust Company, a New York banking corporation, as Collateral Agent (the "Agent"), with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006, to American Florist Supply, Inc., a Massachusetts corporation ("Assignor"), with principal offices at 200 Wildwood Street, Woburn, Massachusetts 01801, as follows:

W I T N E S S E T H:

WHEREAS, the Assignor has heretofore granted to the Agent a security interest in certain U.S. trademarks, trademark registrations, as more particularly set forth on Schedule A attached hereto (the "Marks") to secure the Secured Obligations (as defined in the Security Agreement, dated October 16, 1997, and amended and restated as of October 2, 1998, between the Agent and the Assignor (the "Security Agreement")); and

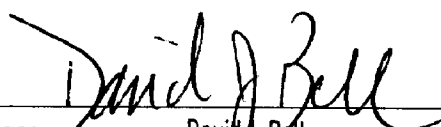
WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Assignor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Assignor any and all right, title and interest in and to the Marks, and more particularly, (i) the security interest in the trademarks, trademark registrations and trademark applications as set forth on Schedule A hereto, (ii) all Proceeds (as such term is defined in the Security Agreement) and products of the Marks, (iii) the goodwill of the business symbolized by the Marks and (iv) all

causes of action arising prior to or after October 2, 1998 for infringement of any of the Marks or unfair competition regarding the same, and granted to the Agent by the Assignor by the Security Agreement, which Assignment was duly recorded on December 23, 1998 at Trademark Reel 1832, Frame 0971 in the United States Patent and Trademark Office.


* * *

BANKERS TRUST COMPANY,
as Collateral Agent

By: 
Name: David J. Bell
Title: Director

Acknowledged and Agreed to by:

AMERICAN FLORIST SUPPLY, INC.

By: 
Name: John T. Dickinson
Title: President

<u>MARK</u>	<u>REG. NO.</u>	<u>DATE OF REG.</u>
THE FRESH CUT	2,033,199	January 21, 1997
JOHNSON'S FARM DIRECT	2,086,488	August 5, 1997