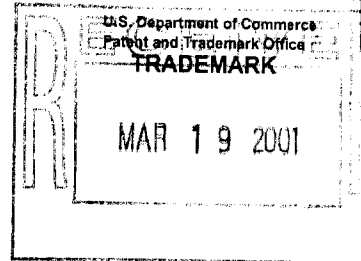


04-04-2001



101668727

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MAO 3-19-01

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

Name

Execution Date
Month Day Year

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
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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

TRADEMARK
REEL: 002266 FRAME: 0048

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)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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" value="1789794"/>	<input type="text" value="1254155"/>	<input type="text" value="2209720"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1785420"/>	<input type="text" value="2278376"/>	<input type="text" value="1769008"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1675215"/>	<input type="text" value="2302562"/>	<input type="text" value="1227910"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #

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.

Stephen J. Tonkovich

Stephen J. Tonkovich

3/14/01

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional 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

Enter Additional 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)
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)

<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"/>

Registration Number(s)

<input type="text"/> 2163186	<input type="text"/> 2122435	<input type="text"/> 2039544
<input type="text"/> 2044961	<input type="text"/> 1952175	<input type="text"/> 1280329
<input type="text"/> 1898328	<input type="text"/> 1624308	<input type="text"/> 1943926
<input type="text"/> 1770632	<input type="text"/> 1235952	<input type="text"/> 2021296
<input type="text"/> 1672922	<input type="text"/> 2285542	<input type="text"/> 2046377
<input type="text"/> 1251941	<input type="text"/> 2369211	<input type="text"/> 1775379
<input type="text"/> 2267692	<input type="text"/> 2267692	<input type="text"/> 1588190

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional 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

Enter Additional 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)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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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)

1632046

1266526

1279304

1192348

1775579

1672923

2044657

2267666

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (the "Release"), is entered into as of this 19th day of February, 2001 by Chase Manhattan Bank, as administrative agent (the "Agent") named in a Credit Agreement, dated December 24, 1997 (the "Credit Agreement") and Frank's Nursery & Crafts, Inc. (the "Obligor"), who are parties to the Security Agreement, dated December 24, 1997 (the "Security Agreement").

WITNESSETH:

WHEREAS, the Obligor has granted a security interest in certain of its tangible and intangible personal property pursuant to that certain Security Agreement, dated as of December 24, 1997, between the Obligor and the Agent;

WHEREAS, the Security Agreement was filed on behalf of the Agent in the United States Patent and Trademark Office ("PTO") to evidence the security interest granted to the Agent thereunder;

WHEREAS, the Obligor has requested that the Agent (a) terminate and release the liens and interests of the Agent in all of the Obligor's trademarks and service marks and (b) execute and deliver evidence of such termination and release for filing in the PTO; and

WHEREAS, the Agent has agreed to such release and termination pursuant to and subject to the conditions of that certain payoff letter, dated February 19, 2001, from the Obligor to the Agent (the "Payoff Letter").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in consideration of the agreements herein, the parties hereto agree as follows:

Section 1. Terms. Capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Credit Agreement.

Section 2. Release. The Agent hereby releases and terminates all rights and security interests in the Collateral (as defined in the Trademark Security Agreement) (including the collateral identified in Exhibit A attached hereto and incorporated herein by reference), which rights and security interests were recorded in the PTO on February 11, 1998 at Reel 1690, Frame 0893.

Section 3. Counterparts. This Release may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

AGENT:

By: Neil R. Boylan
Name: _____
Title: Neil R. Boylan
Managing Director

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 15th day of February, 2001, before me personally came Neil R. Boylan, to me known, who, being by me duly sworn, did depose and say he/she is Managing Director of Chase Manhattan Bank, the Agent described in and which executed the above instrument.

Elsa V. Griffith
Notary Public

ELSA V. GRIFFITH
Notary Public, State of New York
No. 01GR4838119
Qualified in Kings County
Commission Expires March 30, 2001

Exhibit A**FEDERAL**

Mark	App./Reg. No.	App./Reg. Date
Christmas By Frank's	1,789,794	August 24, 1993
Christmas Time - and Design	1,785,420	August 3, 1993
Creative Crafts - and Design	1,675,215	February 11, 1992
Design	1,254,155	October 18, 1983
Frank's - and Design	2,278,376	September 14, 1999
Franks 5 Seasons - and Design	2,302,562	December 21, 1999
Frank's Holiday Lights - and Design	2,209,720	December 8, 1998
Frank's - Stylized Letters	1,769,008	May 4, 1993
Frank's	1,227,910	February 15, 1983
Frank's Solution For Your Home & Garden	2,163,186	June 9, 1998
Frank's Kids Corner	2,044,961	March 11, 1997
Frank's Supercrafts	1,898, 328	June 6, 1995
Frank's Nursery & Crafts	1,770,632	May 11, 1993
Frank's Nursery & Crafts	1,672,922	January 21, 1992
Franks Nursery & Crafts	1,251,941	September 27, 1983
Nature's Treasures	2,267,692	August 3, 1999
Fresh Starts	2,122,435	December 16, 1997
General Host	1,952,175	January 30, 1996
Longlife	1,624,308	November 27, 1990
Longlife	1,235,952	May 3, 1983
Value Plus Premium Dried	2,285,542	October 12, 1999
Valance	2,369,211	July 18, 2000
Natures Treasures	2,267,692	August 3, 1999
Ultra Bright	2,039,544	February 18, 1997
'Pre-Em'	1,280,329	June 5, 1984
Where Christmas Begins	1,943,926	December 26, 1995
Where Beautiful Gardens Begin	2,021,296	December 3, 1996
Where Beautiful Ideas Begin	2,046,377	March 18, 1997
Chef's Choice	1,775,379	June 8, 1993
All Seasons - and Design	1,588,190	Dec 27, 1988
America's Christmas Specialty Stores	1,632,046	January 15, 1991
Flower Time	1,266,526	February 7, 1984
Flower Time	1,279,304	May 22, 1974
Design	1,192,348	March 16, 1982

TRADEMARK**REEL: 002266 FRAME: 0055**

Mark	App./Reg. No.	App./Reg. Date
Where Beautiful Things Begin	1,775,579	June 3, 1993
Where Beautiful Things Begin	1,672,923	January 21, 1992
In the Garden By Frank's	2,044,657	March 11, 1997
5 Seasons	2,267,666	August 3, 1999