

9-21-03

02-21-2003

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(Rev. 10/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102369643

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
West Marine Products, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other a California corporation
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 01/14/03

2. Name and address of receiving party(ies)

Name: Wells Fargo Bank, National Associa-
Internal
Address: tion, as Administrative Agent

Street Address: 65 West Alisal St., 2nd Floor

City: Salinas State: CA Zip: 93901

- Individual(s) citizenship
- Association National Banking Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2477499;
2251328

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Orrick Herrington & Sutcliffe LLP

Internal Address: Att: Kathryn Villalobos

Street Address: 777 S. Figueroa Street

Suite 3200

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

02/21/2003 DBYRNE 00000129 2477499

01 FC:0521 Kathryn Villalobos, Legal Specialist
02 FC:0522 Name of Person Signing

K. Villalobos
Signature

February 10, 2002

Date

Total number of pages including cover sheet, attachments, and document: 13

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002675 FRAME: 0270

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of January 14, 2003, is executed by WEST MARINE PRODUCTS, INC., a California corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of January 14, 2003 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among West Marine Finance Company, Inc., the Lenders and Wells Fargo Bank, National Association, as Administrative Agent, Issuing Lender and Swing Line Lender, the Lenders have agreed to extend loans and other financial accommodations to West Marine Finance Company, Inc. upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used, and is using the trademarks more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of January 14, 2003 (the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Wells Fargo Bank, National Association
65 West Alisal Street, 2nd Floor
Salinas, California 93901
Attention: Patrick Bishop
Tel. No. (831) 754-5078
Fax No. (831) 757-7345

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

WEST MARINE PRODUCTS, INC.

By: Russell Solt
Name: Russell Solt
Title: Chief Financial Officer

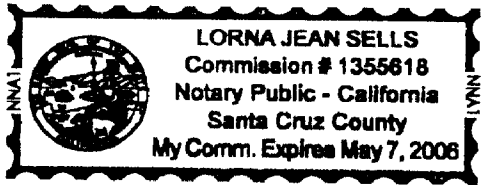
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)
) ss.
COUNTY OF Santa Cruz)

On 1/14/03, before me, Lorna Sells, Notary Public
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Russell Solt
Name of Signer(s)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Lorna J. Sells
Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

- Individual
- Corporate Officer
CFD
Title(s)
- Partner(s) Limited
 General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other:

DESCRIPTION OF ATTACHED DOCUMENT

Grant of Security Interest
Title or Type of Document

16
Number of Pages

1/14/03
Date of Document

Signer is Representing:
Name of Person(s) or Entity(ies)
West Marine Products, Inc.

Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARK REGISTRATIONS

Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
DOMESTIC MARKS							
1	2477499	®	WEST MARINE PRODUCTS, INC.	USA/25	Shirts, pants, shorts, sweat shirts, swimwear, wet suites, jackets, footwear and headwear.	8/14/07 - 8&15; 8/14/11 - EXP	03/06/99
2	2,251,328	®	WEST MARINE PRODUCTS, INC.	USA/6, 11, 16	Antifouling bottom paint for boats		
FOREIGN MARKS							
3	736418	®	WEST MARINE PRODUCTS, INC.	AUSTRALIA/35	Retail and wholesale store and catalog services in the field of boating-related products, clothing, bags, boots, boating accessories, radios, detectors, paints and varnishes in class 35.	6/10/2007	

	Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
4	WEST MARINE	585565	®	WEST MARINE PRODUCTS, INC.	BENELUX/12, 16, 35, 39	Boats and boat-related accessories in class 12; Catalogs dealing with marine products in class 16; retail and wholesale store and catalog services in the field of boating-related products, clothing, bags, boots, boating accessories, radios, detectors, paints and varnishes in class 35; store services in class 39.	4/11/2005	
5	WEST MARINE	50674	®	WEST MARINE PRODUCTS, INC.	EUROPE - CTM/12, 16, 35	Boats and boat-related accessories in class 12; Retail and wholesale store and catalog services in the field of boating-related products, clothing, bags, boots, boating accessories, radios, detectors, paints and varnishes in class 35.		

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	Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
6	WEST MARNIE FUR MEHR SPASS AM BOOT! AND ROPE DESIGN	658823	®	WEST MARINE PRODUCTS, INC.	EUROPE - CTM/2, 3, 4, 9, 12, 25, 37, 42	Paints, varnishes, preservatives in class 2. Cleaning preparations in class 3. Industrial oil and lubricants in class 4. Scientific, nautical equipment in class 9. Vehicles for locomotion by land, air or water in class 12. Clothing, footwear, headgear in class 25. construction, repair and installation services in class 37. providing food and drink accommodation, medical, hygienic and beauty care.	3/31/2008	
7	WEST MARINE	2022604	®	WEST MARINE PRODUCTS, INC.	GREAT BRITAIN/12, 16	Parts and fittings for boats in class 12. Catalogs relating to nautical products in class 16.	6/1/2005	

	Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
8	WEST MARINE	RM95C0 032/219	®	WEST MARINE PRODUCTS, INC.	ITALY/12, 16, 42	Boats and boat-related accessories in class 12. Catalogs dealing with marine products in class 16. Retail and wholesale store and catalog services in the fields of boating-related products, clothing, bags, boating accessories, radios, retail and wholesale store and catalog services in the field of boating-related products, clothing, bags, boots, boating accessories, radios, detectors, paints and varnishes.	7/5/2005	
9	WEST MARINE AND DESIGN	2585982	®	WEST MARINE PRODUCTS, INC.	JAPAN/L17, 25	Clothing (exclusive of sports clothing), personal articles made of cloth (exclusive of those belonging to any other class), bedding (exclusive of beds).	10/29/2003	

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Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
10 WEST MARINE PRODUCTS AND DESIGN	257479	®	WEST MARINE PRODUCTS, INC.	JAPAN/L26	Printed matters (exclusive of those belonging under stationary), paintings and calligraphs, sculptures, photographs, accessories for any of these.	9/30/2003	
11 WEST MARINE AND ROPE DESIGN	591900	®	WEST MARINE PRODUCTS, INC.	MEXICO/12	Boats and boat-related accessories in class 12.	2/20/2006	
12 WEST MARINE AND ROPE DESIGN	592935	®	WEST MARINE PRODUCTS, INC.	MEXICO/16	Catalogs dealing with marine products in class 16.	2/20/2006	
13 WEST MARINE AND ROPE DESIGN	595932	®	WEST MARINE PRODUCTS, INC.	MEXICO/42	Retail and wholesale store and catalog services in the field of boating-related products, clothing, bags, boots, boating accessories, radios, detectors, paints and varnishes.	2/20/2006	

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	Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
14	WEST MARINE	248107	®	WEST MARINE PRODUCTS, INC.	NEW ZEALAND/42	Retail and wholesale store and catalog services in the field of boating-related products, clothing, bags, boots, boating accessories, radios, detectors, paints and varnishes.	4/13/02 EXP.	
15	WEST MARINE AND ROPE DESIGN	178615	®	WEST MARINE PRODUCTS, INC.	NORWAY/12, 16, 42	Boats and boat-related accessories in class 12. Catalogs dealing with marine products in class 16. Retail and wholesale store and catalog services in the fields of boating-related products, clothing, bags, boating accessories, radios, detectors, paint and varnishes in class 42.	12/12/2006	
16	WEST MARINE	38936	®	WEST MARINE PRODUCTS, INC.	PUERTO RICO/12	Boats and boat related accessories	6/26/2006	
17	WEST MARINE	38592	®	WEST MARINE PRODUCTS, INC.	PUERTO RICO/16	Catalogs dealing with marine products in class 16.	6/26/2008	

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	Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
18	WEST MARINE	38956	®	WEST MARINE PRODUCTS, INC.	PUERTO RICO/42	Retail and wholesale store and catalog services in the field of boating-related products, clothing, bags, boots, boating accessories, radios, detectors, paints and varnishes in class 42.	6/26/2006	

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

None.

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