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Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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102412362

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

CapeSuccess Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- 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: March 24, 2003

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company Americas

Internal

Address:

Street Address: 31 West 52nd Street

City: New York State: NY Zip: 10019

- Individual(s) citizenship
- 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) 2443270

Additional number(s) attached Yes No

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

Name: Julie Tamburo

Internal Address:

Street Address: Bingham McCutchen

150 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04/08/2003 00000115 2443270

01 FC:8521

DO NOT USE THIS SPACE

9. Signature.

40.00 UP

Julie Tamburo

Name of Person Signing

Signature

March 31, 2003

Date

Total number of pages including cover sheet, attachments, and document: 7

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

TRADEMARK
REEL: 002707 FRAME: 0234

Grant of Security Interest in United States Trademarks

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **CAPE SUCCESS, INC.**, a Delaware corporation, (the "**Grantor**") with principal offices at 590 Fifth Avenue, New York, New York, 10036, hereby assigns and grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, New York, 10019 (the "**Grantee**"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "**Marks**") set forth on Schedule A attached hereto, (ii) all proceeds (as such term is used in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Amended and Restated Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 24, 2003 (as amended from time to time, the "**Security Agreement**"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

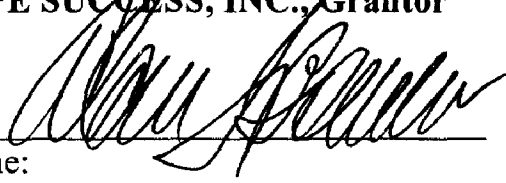
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
24th day of March, 2003.

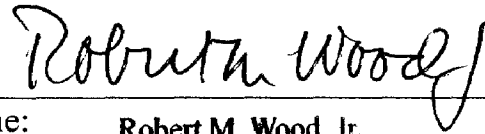
CAPE SUCCESS, INC., Grantor

By _____
Name:
Title:



**DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and
Grantee**

By _____
Name: Robert M. Wood, Jr.
Title: Director



24th IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
day of March, 2003.

CAPE SUCCESS, INC., Grantor

By _____
Name:
Title:

**DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and
Grantee**

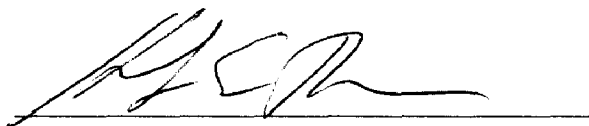
By Robert M. Wood, Jr.
Name: Robert M. Wood, Jr.
Title: Director

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 22nd day of March, 2003, before me personally came
Alan Doucas who, being by me duly sworn, did state as follows: that he
is CEO of CAPE SUCCESS, INC., that he is authorized to execute
the foregoing Grant on behalf of said corporation and that he did so by authority of the
Board of Directors of said corporation.



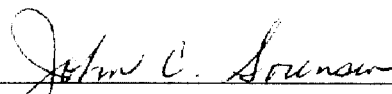
Notary Public Kenneth E. Thompson
as Attorney at Law of the State of New Jersey

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 21st day of March, 2003, before me personally came Robert M. Wood, Jr. who, being by me duly sworn, did state as follows: that [~~s~~]he is a Director of DEUTSCHE BANK TRUST COMPANY AMERICAS, that [~~s~~]he is authorized to execute the foregoing Grant on behalf of said corporation and that [~~s~~]he did so by authority of the Board of Directors of said corporation.



Notary Public

JOHN C. SORENSEN
Notary Public, State of New York
No. 31-4881109
Qualified in New York County
Commission Expires Dec. 29, 2008

Schedule A

Trademarks

MARK

REG. NO.

REG. DATE

CapeSuccess

2443270

4/10/2001