

2-21-03

02-21-2003

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

102369642

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

1. Name of conveying party(ies):

E&B Marine IHC I, Inc.

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

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 01/14/03

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

A. Trademark Application No.(s) See SCHEDULE 1-A attached hereto

B. Trademark Registration No.(s) See SCHEDULE 1-A attached hereto

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:

15

7. Total fee (37 CFR 3.41): \$ 415.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Kathryn Villalobos, Legal Specialist

Name of Person Signing

Signature

February 10, 2002

Date

Total number of pages including cover sheet, attachments, and document: 18

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

02/21/2003 DBYRNE 00000126 1437336

01 FC:8521 02 FC:8522

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SCHEDULE I-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	1-800-BOATING	1437536	®	E&B MARINE IHC I, INC.	USA/42	Retail and mail order sales services in the fields of pleasure boating and sport fishing equipment	4/21/2007	
2	BLISS DISCOUNT MARINE	1606864	®	E&B MARINE IHC I, INC.	USA/42	Retail order, retail outlet and distributorship services featuring boating and marine equipment and hardware.	7/17/2010	
3	BLUE WATER AND DESIGN	1526555	®	E&B MARINE IHC I, INC.	USA/9	Binoculars	2/28/2009	

ATLJB01:233608-1

Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
4 BOW T' STERN	1745384	®	E&B MARINE IHC I, INC.	USA/1,2,3,4	Class 1 -Marine chemicals: namely, adhesives for marine use; chemical additives for use with marine diesel fuels; Class 2 - Protective coatings, paints, stains, varnishes and lacquers, preservatives against rust and wood deterioration, all for marine use; Class 3 - Cleaning preparations for marine use use; namely, spray wax for fiberglass, glass and metal, liquid and paste stain removing compounds for fiberglass , metal, painter surfaces; silicon polishing agents.	1/12/2003	
5 E&B	1093451	®	E&B MARINE IHC I, INC.	USA/42	Retail outlet services for the sale of Marine supplies.	6/13/2008	
6 E&B MARINE	1295138	®	E&B MARINE IHC I, INC.	USA/42	Retail stores and mail order services specializing in the sales of marine supplies and equipment.	9/11/2004	

ATLIB01:233608-1

	Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
7	E&B MARINE LOGO	1297109	®	E&B MARINE IHC I, INC.	USA/42	Retail stores and mail order services specializing in the sales of marine supplies and equipment.	9/18/2004	
8	E&B WON'T BE BEAT	1963275	®	E&B MARINE IHC I, INC.	USA/42	Retail stores and mail order services featuring clothing, marine supplies and equipment.	renewed on 3/1/02	
9	FLAG LOGO AND DESIGN	1482034	®	E&B MARINE IHC I, INC.	USA/42	Retail store, distributorship, and mail order catalog services in the fields of marine supplies and equipment.	3/22/2008	
10	NORTH ATLANTIC TRADING COMPANY	1539730	®	E&B MARINE IHC I, INC.	USA/42	Mail order services in the field of nautical apparel.	5/16/2009	

ATLIB01:233608-1

	Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
11	SEA RANGER	1496575	®	E&B MARINE IHC I, INC.	USA/9, 12	Class 9- Electronic marine equipment, mainly, VHF marine receivers and transmitters, single sideband marine receivers and transmitters, Loran C receivers, SAT NAV navigation receivers, marine radar receivers and transmitters, VHF marine weather receivers, sonar depth sounders, Speed-wind indicators, compasses, radio direction finders and marine stereo radios and recorders. Class 12 - Inflatable boats	7/19/2008	

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Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
12	76/0878 99	™	E&B MARINE IHC I, INC.	USA/1, 2, 6, 7, 8, 9, 11, 12, 17, 20, 21, 22, 24, 25, 28, 34	Antifreeze, epoxy resin and glue for general bonding and repair purposes/ marine surfacing fillers, cream hardener, micro glass beads in corrosion inhibiting paint type coatings for commercial marine use in International class 2. Metal rigging pins, metal cotter pins, metal fastener kits, namely, rivets, and screws: metal vent, drains: metal fasteners, namely, cabin and table brackets; metal anchor equipment, namely rope thimbles, shackles, chains, lifting rings, chocks, rope and chain deck pipes, cleats and hinges.	3/5/02 OFAC	07/09/02
13	1594851	®	E&B MARINE IHC I, INC.	USA/22	Ropes for tying up to docks.	5/8/2010	

ATLIB01:233608-1

	Trademark	Reg. #	Designation	Owner	Country/Class *	Current Description of Goods/Services	Next Office Action	Gazette Publication Date
14	WHERE AMERICA BUYS ITS BOATING SUPPLIES	1482021	®	E&B MARINE IHC I, INC.	USA/42	Mail order, catalog and retail outlet services featuring marine supplies, equipment and clothing.	3/22/2008	
15	WHERE THOUSANDS OF BOATERS SAVE MILLIONS OF DOLLARS	1333741	®	E&B MARINE IHC I, INC.	USA/42	Retail and mail order services featuring in the field of pleasure boating and sport fishing equipment.	4/30/2005	

ATLIB01:233608-1

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of January 14, 2003, is executed by E&B MARINE IHC I, 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.

E&B MARINE IHC I, 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
CEO
Title(s)
- Partner(s) Limited General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

DESCRIPTION OF ATTACHED DOCUMENT

Grant 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)
E+B Marine IHCI, Inc.

Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

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5 E&B	1093451	®	E&B MARINE IHC 1, INC.	USA/42	Retail outlet services for the sale of Marine supplies.	6/13/2008	
6 E&B MARINE	1295138	®	E&B MARINE IHC 1, INC.	USA/42	Retail stores and mail order services specializing in the sales of marine supplies and equipment.	9/11/2004	

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12 SEAFIT	76/0878 99	TM	E&B MARINE IHC I, INC.	USA/1, 2, 6, 7, 8, 9, 11, 12, 17, 20, 21, 22, 24, 25, 28, 34	Antifreeze, epoxy resin and glue for general bonding and repair purposes/ marine surfacing fillers, cream hardener, micro glass beads in corrosion inhibiting paint type coatings for commercial marine use in International class 2. Metal rigging pins, metal cotter pins, metal fastener kits, namely, rivets, and screws: metal vent, drains: metal fasteners, namely, cabin and table brackets; metal anchor equipment, namely rope thimbles, shackles, chains, lifting rings, chocks, rope and chain deck pipes, cleats and hinges.	3/5/02 OFAC	07/09/02
13 SEAFIT	1594851	®	E&B MARINE IHC I, INC.	USA/22	Ropes for tying up to docks.	5/8/2010	

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TRADEMARK
REEL: 002675 FRAME: 0709

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST
TRADEMARK APPLICATIONS

None.