

ASSIGNMENT OF TRADEMARKS

WHEREAS, LILLIPUT MOTOR COMPANY, LLC ("Lilliput Motor Company"), a limited liability company organized under the laws of the State of Delaware, and having its principal place of business at 100 Plaza Drive, Secaucus, New Jersey 07094, has used and is the owner of the trademark MICRO RACER, and has used and is the owner of the trademark PICCOLO® (U.S. Registration No. 1,955,593) (collectively referred to as the "Trademarks");


WHEREAS, Genesis Direct, Inc. ("Genesis Direct"), a corporation organized under the laws of the State of Delaware, and having its principal place of business at 100 Plaza Drive, Secaucus, New Jersey 07094, is desirous of acquiring said Trademarks;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Lilliput Motor Company does hereby assign and transfer to Genesis Direct all right, title and interest in and to said Trademarks, together with the goodwill of business symbolized by said Trademarks, all common law rights, the U.S. registration for the PICCOLO® trademark, and the right to recover for damages and past infringements for said Trademarks.

In connection with such assignment, Lilliput Motor Company shall execute such further documents as Genesis Direct may request in order to effect such assignment.

Signed at 100 Plaza Drive, Secaucus, NJ, this 29th, day of May, 1998

LILLIPUT MOTOR COMPANY, LLC

By: 

(Printed Name): Warren Struhl

Its: CEO

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