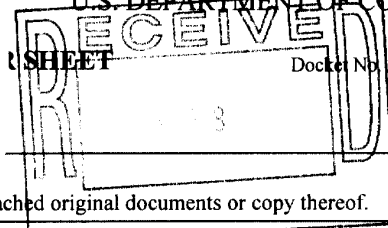


07-08-1998



100755878

U.S. DEPARTMENT OF COMMERCE



Docket No. 338922400000

MRD 6-18-98

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

1. Name of conveying party(ies):
 BIOBOTTOMS, 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: GENESIS DIRECT THIRTY-FOUR, LLC
 Internal Address:
 Street Address: 100 Plaza Drive
 City: Secaucus, State: NJ ZIP: 07094

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: _____
 Other: A Delaware limited liability company

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: April 17, 1998

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)	B. Registration No.(s)
<u>75/222,653</u>	<u>1,674,319</u>
<u>75/223,231</u>	<u>1,245,890</u>
<u>75/223,603</u>	<u>1,736,728</u>
	<u>1,804,562</u>

Additional numbers attached? Yes No

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

Carla B. Oakley
 Morrison & Foerster LLP
 425 Market Street
 San Francisco, CA 94105

6. Total number of applications and trademark registrations involved: 7

7. Total fee (37 C.F.R. § 3.41): \$190.00

Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket 338922400000

8. Deposit account number: 03-1952

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

DO NOT USE THIS SPACE

9. 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.

Name: Carla B. Oakley Carla B. Oakley 6-15-98
 Signature Date

Total number of pages comprising cover sheet, attachments and document: 4

07/07/1998 DNGUYEN 00000114 1674319

01 FC:481 40.00 OP
 02 FC:482 150.00 OP

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

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS (the "Assignment") is made effective as of April 17, 1998, by Biobottoms, Inc., a California corporation having its principal office at 617-C 2nd Street, Petaluma, California 94952-5138 ("Assignor"), to Genesis Direct Thirty-Four, LLC, a Delaware limited liability company having its principal office at 100 Plaza Drive, Secaucus, New Jersey 07094 ("Assignee").

WHEREAS, Assignor, Assignee and Diplomat Corporation have entered into an Asset Purchase Agreement dated as of April 17, 1998 (the "Agreement"), pursuant to which Assignee has agreed to purchase from Assignor substantially all assets and to assume certain of the liabilities of Assignor in consideration of the Purchase Price (as defined in the Agreement); and

WHEREAS, Assignor has adopted and is using the trademark applications and registrations (collectively, the "Trademarks") listed on Attachment A to this Assignment and is the record owner of the Trademarks and is the owner of the goodwill of the business symbolized by the Trademarks; and

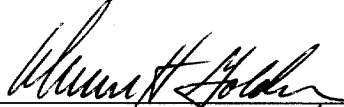
WHEREAS, Assignee, is desirous of acquiring the Trademarks and the registration thereof and such goodwill.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledge, Assignor does hereby assign unto Assignee all of Assignor's right, title, and interest in and to the Trademarks together with the goodwill of the business symbolized by the Trademarks, and in and to the registration thereof and applications therefor in which such subsist or are applied for;

AND Assignor hereby requests and authorizes the Commissioner of Patents and Trademarks of the United States of America, and any official of any jurisdiction or territory whose duty it is to issue trademark registrations, to issue a Certificate of Registration, Renewal, or Assignment for any registration, or any registration resulting from any applications therefor, to Assignee or its designee in accordance with the terms of this instrument.

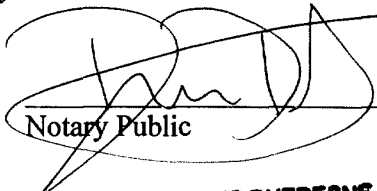
IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as of the date first above written.

BIOBOTTOMS, INC.


By: Warren H. Golden
Title: CEO

STATE OF NY)
) ss.:
COUNTY OF NY)

On the 17 day of April, 1998, before me came
Warren Golden, to me known, who, being by me duly sworn, did depose
and say that he is a CFO of BIOBOTTOMS, INC., a California corporation,
the corporation described in and which executed the foregoing instrument; and that he
signed his name thereto by authority of the board of directors of said corporation.



Notary Public

DENIS DUFRESNE
Notary Public, State of New York
No. 02DU5081965
Qualified in Westchester County
Commission Expires July 14, 1999

ATTACHMENT A

Trademark Applications and Registrations

<u>Trademark</u>	<u>Country</u>	<u>Status</u>	<u>Application/ Registration No.</u>	<u>Application/ Registration Date</u>
BIOBOTTOMS	USA	Registered	1,674,319	2/4/92
BIOBOTTOMS	USA	Pending	75-222,653	1/8/97
BIOBOTTOMS (& DESIGN)	USA	Registered	1,245,890	7/19/83
BIOBOTTOMS	Japan	Pending	8-57335	5/27/96
BIOBOTTOMS	Canada	Registered	385,330	5/31/91
BIOBOTTOMS	Germany	Registered	2911822	9/20/95
BIOBOTTOMS	Spain	Registered	1,717,025	6/4/93
BIOBOTTOMS	France	Registered	1,666,060	7/6/90
BIOBOTTOMS	United Kingdom	Registered	1,429,609	7/3/92
BIOBOTTOMS	Italy	Registered	611,355	12/14/93
BIOBOTTOMS	Portugal	Registered	290,982	7/22/94
BIOBOTTOMS	Sweden	Registered	245,218	12/30/92
BIOBOTTOMS	Benelux	Registered	484,972	5/2/91
TENDERBOTTOMS	USA	Registered	1,736,728	12/1/92
COTTONBOTTOMS	USA	Registered	1,804,562	11/16/93
COTTONBOTTOMS	Spain	Registered	1,717,026	6/5/95
COTTONBOTTOMS	Portugal	Registered	291,032	7/15/94
FRESH AIR WEAR FOR KIDS	Japan	Pending	8-57337	5/27/96
SHADES	USA	Pending	75-223,231	1/9/97
FRESH AIR WEAR	USA	Pending	75-223,603	1/8/97

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Conveying Party:	BIOBOTTOMS, INC.
Receiving Party:	GENESIS DIRECT THIRTY-FOUR, LLC
Mailing Date:	June 15, 1998

CERTIFICATE OF MAILING BY FIRST CLASS MAIL

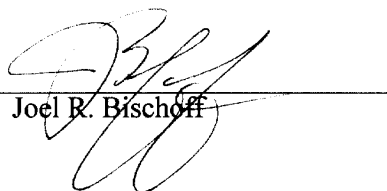
Commissioner of Patents & Trademarks
Box Assignments
Washington, D.C. 20231

Dear Sir:

I hereby certify that the attached Recordation Form Cover Sheet Trademarks Only, Assignment of Trademarks with Attachment A, check in the amount of \$190.00; and receipt verification postcard are being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231, on June 15, 1998.

Respectfully submitted,

By:


Joel R. Bischoff