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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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Tab. U.S. Patent & TMO/TM Mail Rpt Dt. #34

100841962

To the Honorable Commissioner of Patents and Trademarks, Washington, DC 20514
Send original documents or copy thereof.

1. Name of conveying party(ies): MRO 10-15-98

Genesis Direct Twenty- Seven, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware limited liability company

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

3. Nature of conveyance: 33

- Assignment
- Security Agreement
- Other _____
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: November 6, 1997

2. Name and address of receiving party(ies)

Name: ExL Catalogs, 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 Delaware limited liability company

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 patent number(s):

A. Trademark Application No.(s)

TM

B. Trademark Registration No.(s)

1,924,237

Additional numbers attached? Yes No

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

Name: Robert A. Rosenberg, Esq.

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: NY ZIP: 10019

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:

23-2405

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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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.

Robert A. Rosenberg, Esq.
Name of Person Signing

Robert A. Rosenberg
Signature

10/15/98
Date

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

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GENESIS DIRECT TWENTY-SEVEN, LLC", CHANGING ITS NAME FROM "GENESIS DIRECT TWENTY-SEVEN, LLC" TO "EXL CATALOGS, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.



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Edward J. Freel
Secretary of State

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09-25-98

TRADEMARK

REEL: 1773 FRAME: 0349

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
GENESIS DIRECT TWENTY-SEVEN, LLC**

Pursuant to Section 18-202 of the
Delaware Limited Liability Company Act

GENESIS DIRECT TWENTY-SEVEN, LLC, a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The name of the company is Genesis Direct Twenty-Seven, LLC, (hereinafter the "Company").

SECOND: That pursuant to a unanimous written consent of the members of the Company, resolutions were duly adopted setting forth a proposed amendment to the certificate of formation of the Company, declaring the such amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Paragraph FIRST of the Company's Certificate of Formation is hereby amended to read, in its entirety, as follows:

FIRST: The name of the company is ExL Catalogs, LLC, (hereinafter the "Company").

THIRD: The actions taken by this certificate were unanimously approved by the members in a unanimous written consent of even date herewith.

IN WITNESS WHEREOF, I have signed this certificate on this 6th day of November, 1997.

By: _____
Name: Barry Curtis
Title: Authorized Person, Chief Financial Officer, and Executive Vice President