

12-22-1998

OMB No. 0651-0011 (exp. 4/94)

Tab settings    12-18-98



To the Honorable Commissioner of Patents

100927723

ed original documents or copy thereof.

1. Name of conveying party(ies):

The Edge Company Catalog, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Association
- Limited Partnership

Other Delaware Limited Liability Company

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

3. Nature of conveyance:

12-18-98

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 10, 1998

2. Name and address of receiving party(ies)

Name: CIT Group/Business Credit, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1211 Ave. of the Americas

City: New York State: NY ZIP: 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule A

Additional numbers attached?  Yes  No

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

Name: Robert A. Rosenberg

Internal Address: Willkie Farr & Gallagher

12/21/1998 JSHBAZZ 00000238 232405 74528070

01 FC:481 40.00 CH  
02 FC:482 325.00 CH

Street Address: 787 Seventh Avenue

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41).....\$ 365.00

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

365E

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  
Name of Person Signing

Robert A. Rosenberg  
Signature

12/17/98  
Date

Total number of pages including cover sheet, attachments, and document: 8



~~Schedule A to Form 1-14~~  
Trademarks  
Page 1 of 2

Schedule I-A  
Security Agreement  
in Trademarks

**Get the Edge**  
Docket # ED-105J  
Registered  
Serial # 74/528,070  
Reg. # 1,888,471  
Filed 20-May-94  
Published 17-Jan-95  
Registered 11-Apr-95

**Get the Edge**  
Docket # X  
Registered  
Serial # 74/223,353  
Reg. # 1,715,076  
Filed 19-Nov-91  
Published 23-Jun-92  
Registered 15-Sep-92

**The Edge**  
Docket # ED-106J  
Registered  
Serial # 74/526,806  
Reg. # 1,883,586  
Filed 20-May-94  
Published 20-Dec-94  
Registered 14-Mar-95

**E The Edge Company & Design**  
Docket # X  
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Serial # 74/223,352  
Reg. # 1,715,075  
Filed 19-Nov-91  
Published 23-Jun-92  
Registered 15-Sep-92

**The Edge Company**  
Docket # ED-104J  
Registered  
Serial # 74/526,793  
Reg. # 1,884,974  
Filed 20-May-94  
Published 27-Dec-94  
Registered 21-Mar-95

**EDGE CO**  
Docket # X  
Registered  
Serial # 74/193,909  
Reg. # 1,694,029  
Filed 12-Aug-91  
Published 24-Mar-92  
Registered 16-Jun-92

**Get the Edge**  
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Reg. # 2,053,776  
Filed 20-May-94  
Published 28-Jan-97  
Registered 22-Apr-97

**Get the Edge**  
Docket # X  
Abandoned  
Serial # 74/193,907  
Reg. # N/A  
Filed 12-Aug-91  
Published N/A  
Registered N/A

~~EXHIBIT A~~  
Schedule A to Exhibit 1.44

Trademarks

Page 2 of 2

**The Edge Company**  
 Docket # ED-107J  
 Registered  
 Serial # 74/526,656  
 Reg. # 2,026,261  
 Filed 20-May-94  
 Published 08-Oct-96  
 Registered 31-Dec-96

**The Edge**  
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 Reg. # 2,024,805  
 Filed 19-May-94  
 Published 01-Oct-96  
 Registered 24-Dec-96

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 Serial # 73/685,426  
 Reg. # N/A  
 Filed 21-Sep-87  
 Published N/A  
 Registered N/A

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 Docket # X  
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 Serial # 74/193,906  
 Reg. # N/A  
 Filed 12-Aug-91  
 Published N/A  
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**Exclusive Onyx Club & Design**  
 Docket # X  
 Registered  
 Serial # 73/193,905  
 Reg. # 1,835,402  
 Filed 12-Aug-91  
 Published 15-Feb-94  
 Registered 10-May-94

**Get the Edge!**  
 Docket # X  
 Abandoned  
 Serial # 73/685,425  
 Reg. # N/A  
 Filed 21-Sep-87  
 Published N/A  
 Registered N/A

SECURITY AGREEMENT IN TRADEMARKS

WHEREAS, THE EDGE COMPANY CATALOG, LLC (herein referred to as "Obligor"), a Delaware limited liability company with its principal office at c/o Genesis Direct, Inc., 100 Plaza Drive, Secaucus, New Jersey 07094, has adopted, used and is using the trademarks listed on the annexed Schedule 1-A, and applications and registrations thereof are on file in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Obligor is obligated to the CIT Group / Business Credit, Inc., a Delaware corporation, with its principal office at 1211 Avenue of the Americas, New York, New York 10036, as administrative agent (referred to herein as the "Agent") for (i) the lenders (the "Lenders") named in the Credit Agreement, dated May 21, 1997, as amended to date, among Obligor, certain other borrowers, the Lenders and the Agent (the "Credit Agreement"), and (ii) the issuers of the Letters of Credit, and Obligor has entered into a Security Agreement and Mortgage - Trademarks dated the date hereof (the "Agreement") in favor of Agent; and

NOW THEREFORE, pursuant to the Agreement, Obligor grants to Agent a security interest in, and mortgage on, all right, title and interest of Obligor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations, as defined in the Agreement;

Obligor does hereby acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.



SCHEDULE 1-A SECURITY AGREEMENT IN TRADEMARKS

TRADEMARKS



Schedule I-A  
Security Agreement  
in Trademarks

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