

12-18-98

RECORDATION TRADE

12-22-1998

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



Tab settings

To the Honorable Commissioner of Patents and Trademark

100926261

Documents or copy thereof.

1. Name of conveying party(ies):

CW Gifts, LLC

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

Other Delaware Limited Liability Company

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

3. Nature of conveyance:

12-18-98

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

Execution Date: September 15, 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)

2,110,003
2,146,072
1,542,841

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

Street Address: 787 Seventh Avenue

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 90.00

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)

12/21/1998 JSNABAZZ 00000234 232405 2110003

DO NOT USE THIS SPACE

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01 FC:481 40.00 CH
02 FC:482 50.00 CH

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

Signature of Robert A. Rosenberg

12/17/98

Date

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

5

SECURITY AGREEMENT IN TRADEMARKS

WHEREAS, CW GIFTS, 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 1-A Security Agreement  
in Trademarks  
Trademarks

1. U.S. Registered Service Marks

- a. Mark: HEALTH & COMFORT  
Reg. No.: 2,110,003  
Reg. Date: October 28, 1997  
Goods and Services: Mail order catalog services in the field of health care products  
Class: 42, 100 and 101
- b. Mark: APPLECREEK  
Reg. No.: 2,146,072  
Reg. Date: March 24, 1998  
Goods and Services: Mail order catalog services in the field of giftware items  
Class: 35, 42, 100, 101 and 102
- c. Mark: MISCELLANEOUS DESIGN (cameo of fictitious Carol Wright)  
Reg. No.: 1,542,841  
Reg. Date: June 6, 1989  
Goods and Services: Direct mail marketing services  
Class: 35 and 101