

12-28-1998



U.S. DEPARTMENT OF COMMERCE

12/23/98

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TRADEMARKS ONLY

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Patent and Trademark Office
Client Reference 33892.25020

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

<p>1. Name of conveying party(ies): Carol Wright Promotions, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name Genesis Direct Forty-Three, LLC Street Address: 100 Plaza Drive City: Secaucus, State: New Jersey ZIP: 07094</p> <p>A Delaware limited liability company</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: September 14, 1998</p>	

RECEIVED
1998 DEC 23 AM 11:00
OPR/FINANCE

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)

1,542,841

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Ronald P. Flynn Morrison & Foerster LLP 425 Market Street San Francisco, California 94105-2482</p>	<p>6. Total number of applications and trademark registrations involved: 1</p> <p>7. Total fee (37 C.F.R. § 3.41): \$40.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account, referencing Attorney Docket *</p> <p>8. Deposit account number: 03-1952</p>
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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: **Ronald P. Flynn** *Ronald P. Flynn* 12/21/98

Signature Date

12/23/1998 SMITH 00000070 1542841 Total number of pages comprising cover sheet, attachments and document: **5**

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

sf-621345

TRADEMARK
REEL: 1831 FRAME: 0931

ASSIGNMENT OF SERVICE MARK

This ASSIGNMENT OF SERVICE MARK (this "Assignment") is made effective as of September 14, 1998, by CAROL WRIGHT PROMOTIONS, INC., a Delaware corporation having its principal office at c/o Cox Target Media, Inc., 8605 Largo Lakes Drive, Largo Florida 33773 ("Assignor"), to GENESIS DIRECT FORTY-THREE, LLC, a Delaware limited liability company having its principal office at 100 Plaza Drive, Secaucus, New Jersey 07094 ("Assignee").

WHEREAS, Assignee, Cox Target Media, Inc. ("Parent") and Carol Wright Gifts, Inc. ("Seller"), an affiliate of Parent and Assignor, have entered into an Asset Purchase Agreement, dated as of August 5, 1998, as amended by Amendment No. 1 thereto, dated as of September 14, 1998 (as amended, the "Asset Purchase Agreement"), pursuant to which Assignee has agreed to purchase from Seller substantially all assets and to assume certain of the liabilities of Seller in consideration of the Purchase Price (as defined in the Asset Purchase Agreement); and

WHEREAS, Assignor has adopted and is using the service mark application and registration (the "Service Mark") listed on Attachment A to this Assignment and is the record owner of the Service Mark and is the owner of the goodwill of the business symbolized by the Service Mark; and

WHEREAS, Parent has agreed, pursuant to the Asset Purchase Agreement, to cause Assignor to assign the Service Mark to Assignee as part of the Acquired Assets (as defined in the Asset Purchase Agreement); and

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

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor does hereby assign unto Assignee all of Assignor's right, title, and interest in and to the Service Mark together with the goodwill of the business symbolized by the Service Mark, 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 service mark 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 with respect to the Service Mark 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.

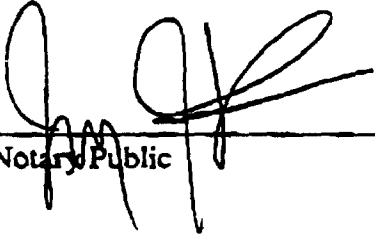
CAROL WRIGHT PROMOTIONS, INC.

By 
Name: William B. Disbrow
Title: Vice President

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On the 14th day of September, 1998, before me came William B. Disbrow, to me known, who, being by me duly sworn, did depose and say that he is a Vice President of CAROL WRIGHT PROMOTIONS, INC., a Delaware 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.

JEFFREY J. POULIOT
 Notary Public, State of New York
 No. 4973751
 Qualified in New York County
 Commission Expires October 29, 1998



 Notary Public

Attachment A
SERVICE MARK

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg Date</u>	<u>Goods and Services</u>	<u>Class</u>
Miscellaneous Design	1,542,841	6/6/89	Direct Mail Marketing Services	35

ny-153834