

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 33892.25018

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 Gifts, 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 checked="" 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>	

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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)
	2,146,072
	2,110,003

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: 2</p>
	<p>7. Total fee (37 C.F.R. § 3.41): \$65.00</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>

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

Total number of pages comprising cover sheet, attachments and document: 5

12/23/1998 SMITH 00000069 2146072

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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

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sl-621140

TRADEMARK
REEL: 1832 FRAME: 0205

ASSIGNMENT OF SERVICE MARKS

This ASSIGNMENT OF SERVICE MARKS (this "Assignment") is made effective as of September 14, 1998, by CAROL WRIGHT GIFTS, 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. 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 Assignor substantially all assets and to assume certain of the liabilities of Assignor in consideration of the Purchase Price (as defined in the Asset Purchase Agreement); and

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

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

WHEREAS, Assignee is desirous of acquiring the Service Marks and the registrations 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 Marks together with the goodwill of the business symbolized by the Service Marks, 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 Marks 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 GIFTS, INC.

By  _____

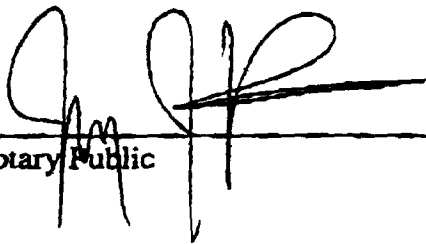
Name: William B. Disbrow

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 GIFTS, 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. 4973761
Qualified in New York County
Commission Expires October 29, 19 99



Notary Public

Attachment A
SERVICE MARKS

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg Date</u>	<u>Goods and Services</u>	<u>Class</u>
Applecreek	2,146,072	3/24/98	Mail Order Catalog Services in the Field of Giftware Items	35, 42, 100, 101 and 102
Health & Comfort	2,110,003	10/28/97	Mail Order Catalog Services in the Field of Health Care Products	42

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