

ASSIGNMENT OF TRADEMARKS

WHEREAS, GENESIS DIRECT, INC., a Delaware corporation, having its principal place of business at 100 Plaza Drive, Secaucus, New Jersey 07094 (hereinafter "Assignor"), is the owner of the entire right, title and interest in and to the trademarks and trademark applications set forth on Schedule I hereto, which is specifically incorporated herein by reference (the "Trademarks"), together with the goodwill of the business with which such Trademarks are associated, and such Trademarks are registered in the United States Patent and Trademark Office or applications for the registration of such Trademarks are pending in the United States Patent and Trademark Office (the "Trademark Registrations and Applications"); and

WHEREAS, CHILDSWORK/CHILDSPLAY, LLC, a Delaware limited liability company, having its principal place of business at 135 Dupont Street, Plainview, New York 11803-0760 (hereinafter "Assignee"), is desirous of acquiring the entire right, title and interest in and to the Trademarks and the Trademark Registrations and Applications.

NOW THEREFORE, for good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby expressly acknowledged, Assignor hereby sells, conveys, transfers, assigns and delivers unto Assignee, its successors and assigns, forever, the entire right, title and interest in, to and under the Trademarks, together with the Trademark Registrations and Applications, and together with all the rights to sue and recover for any past or future infringements of any of the Trademarks, and all goodwill of the business with which the foregoing are associated, the same to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns.

Assignor hereby consents to the recordation of this assignment by Assignee with the Commissioner of Patents and Trademarks and any appropriate federal or state agency.

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IN WITNESS WHEREOF, Assignor has on the 6th of May, 1999 caused this Assignment of Trademarks to be executed.

GENESIS DIRECT, INC.

By: Ronald B. Bonta
Name: Ronald Bonta
Title: Chief Financial Officer

STATE OF NEW JERSEY)
COUNTY OF Hudson)

ss:

On the 6th day of May, 1999, personally appeared before me Ronald Bonta who stated that he/she is the C. F. O. of GENESIS DIRECT, INC., a Delaware corporation, and acknowledged that he/she executed the above instrument as the act of GENESIS DIRECT, INC. for the purpose therein set forth.

Joseph S. Minkowski
NOTARY PUBLIC

My commission expires:

MY COMMISSION EXPIRES MARCH 22, 2000

Schedule I

<u>Mark</u>	<u>Appl. Serial No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Issuance Date</u>
KIDS DON'T COME WITH MANUALS	75-187,895	10/25/96		
KIDS DON'T COME WITH INSTRUCTION MANUALS	75-494,893	06/02/98		
CHILDSWORK/ CHILDSPLAY	75-377,080	10/21/97		
EQ/IQ	75-440,489	02/25/98		