FORM PTO-1594 RECORDATION FORM 1-31-92 TRADEMARK		Falcility of the Part of the P
Tab settings ⇔ ⇒ ⇒ ▼	→	<u> </u>
	ner of Patents and Trademarks	s: Please record the attached original documents or copy thereof.
1. Name of conveying party(ies): Spiegel Catalog Holdings Con 711 Third Avenue New York, New York 10017 Individual(s) General Partnership Corporation-State: Delaw Other Additional name(s) of conveying par	☐ Association ☐ Limited Partnership are	2. Name and address of receiving party(ies): Name: THE CIT GROUP/BUSINESS CREDIT, INC. Internal Address: Street Address: 1211 Avenue of the Americas City: New York State: NY ZIP: 10036 Individual(s) citizenship
Nature of conveyances:		☐ Corporation-State New York ☐ Other ☐ Other ☐ Other ☐ Head 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 regis A. Trademark Application.(s) SEE ATTACHED SCHEDU	OLE A	B. Trademark registration No.(s) SEE ATTACHED SCHEDULE A attached? □ Yes ☒ No
Name and address of party to concerning document should		6. Total number of applications and registrations involved:
Federal Res	ope J.A. Agodoa earch Company, LLC —	7. Total fee (37 CFR 3.41): \$\frac{12 40}{0}\$ Enclosed Authorized to be charged to deposit account
	reet, NW, Suite 920 n, DC 20005 0	8. Deposit account number: 50 · 3155 Federal Research (Attach duplicate copy of this page if paying by deposit account)
	DO NOT L	JSE THIS SPACE
9. Statement and signature. To the best of my knowledg the original document Sonali Shah Name of Person Signin		Signature Signature Date ages including coversheet, attachments and document: 9

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SCHEDULE A

Schedule A to a Trademark Grant of Security dated March 22, 2005, by and between SPIEGEL CATALOG HOLDINGS CORPORATION and THE CIT GROUP/BUSINESS CREDIT, INC., as Agent.

REGISTRATION NO. OR APPLICATION NO.	REGISTRATION OR FILING DATE	<u>MARK</u>
Pending:		
78537328	12/22/04	MODA SPIEGEL
Registered:		
1445296	06/30/87	ADAM SPENCER
1447641	07/14/87	ALAN MICHAELS
2317265	02/08/00	BABY ELEMENTS
2474567	07/31/01	BARE LUXURY
2383650	09/05/00	BLUSHE BY SPIEGEL
1871948	01/03/95	BOUTIQUE EUROPA
1588863	03/27/90	CHRISTMAS GUARANTEED
1658093	09/24/91	CLIFFORD & WILLS
13047	02/12/85	CLIFFORD & WILLS
2433558	03/06/01	CW CLIFFORD & WILLS (NEW LOGO)
2454185	OS/22/01	DECORATING WITH UNIQUE STYLE
227671	09/07/99	DĒTAILS MAKE THE DIFFERĒNCĒ
1891553	04/35/95	ELEMENTS EXCLUSIVELY SPIEGEL
2244044	05/04/99	ELEMENTS OF DESIRE
1564685	11/07/89	FOR YOU FROM SPIEGEL
873854-	07/29/69	HONEYBEE (AND DESIGN)
838413	11/07/67	HONEYBEE AND THE EINBENDER CASUAL DESIGN
1494231'	06/28/88	INHOME

2391735 [.]	10/03/00	LIFESTYLE RESOURCE FOR THE WORKING WOMAN
2267918	08/03/99	LIFESTYLE RETAILERS
2458101	06/05/01	MAURIZIO COLLECTIONS
1404646	11/10/87	OAKBROOK
1464646		
2434322	03/06/01	ONVIEW HOME
2418468	01/02/01	ORARIO
1756156	03/02/93	PARADOX
1863192	11/15/94	PARADOX
831850	07/11/67	PRIVATE LIFE
1279922	05/29/84	PRIVATE LIVES
1342543 ·	06/18/85	PRIVATE LIVES
2418065-	01/02/01	REFLECTIONS BY SPIEGEL
2384033	09/05/00	RR (AND DESIGN)
2753634	08/19/03	S MADE EXCLUSIVELY FOR SPIEGEL CATALOG, INC
2304757	12/28/99	SENSUAL HOME
2437259	03/20/01	SHOPPING AT THE SPEED OF LIFE
2357704	06/13/00	SPIEGEL
1339154	06/04/85	SPIEGEL
1840600	06/21/94	SPIEGEL
1496715.	07/19/88	SPIEGEL (AND DESIGN)
2717759	05/20/03	spiegēl emarket (and Design)
2584963.	06/25/02	SPIEGEL INCENTIVES
2387639	09/19/00	SPIEGEL.COM
2346491	05/02/00	SPIEGELTRONICS
1442086	06/09/87	THE FINER THINGS
2513324	11/27/01	THE KID'S RESOURCE
2640440	10/22/02	THE KIDS' RESOURCE
2554891 [°]	04/02/02	THE SPIEGEL GROUP

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2471411

1443315

07/24/01

06/16/87

THE SPIÈGEL GROUP LIFESTYLE RETAILERS (AND

DESIGN)

TOFFS

TRADEMARK GRANT OF SECURITY

WHEREAS, SPIEGEL CATALOG HOLDINGS CORPORATION, a corporation formed under the laws of Delaware, located at 711 Third Avenue, New York, NY 10017 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to THE CIT GROUP/BUSINESS CREDIT, INC. ("CIT") and various other financial institutions (collectively, "Lenders") and CIT as agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and certain Guarantors and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which security interest shall secure all the Secured Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

[SIGNATURE PAGE FOLLOWS]

Dated: New York, New York March 22, 2005	
Witness:	-
(\$ 181	i
- flower 14, 1 1900	

SPIEGEL CATALOG MOLDINGS CORPORATION

Ву:___

Name: Geralynn Madonna

Its:

President and Chief Executive Officer

Witness:

THE CIT GROUP/BUSINESS CREDIT, INC., as Agent

By:

Name:

Its:

Dated: New York, New York March 22, 2005

Name:

Its:

Robert L. Klein

Vice President

Witness:

SPIEGEL CATALOG HOLDINGS
CORPORATION

By:

Name: Geralynn Madonna
Its: President and Chief Executive
Officer

Witness:

THE CIT GROUP/BUSINESS CREDIT, INC., as Agent

STATE OF NEW YORK)

` : SS.2	
COUNTY OF NEW YORK)	
to me known, who, being by me duly sy	, 2005, before me personally came <u>f . Hadrwwo</u> , worn, did depose and say that s/he is the
of SPIEGEL CATA	LOG HOLDINGS CORPORATION, the corporation
described in and which executed the for	egoing instrument; and that s/he signed her/his name
thereto by order of the board of director	s of said/corporation.
	Notary Public
STATE OF NEW YORK)	MARGARET RYAN Notary Public, State of New York No. 01 RY5088441 Contificate Filed in NY County
/ 1 SS.1	Qualified in Westchester Gounty Commission Expires
COUNTY OF NEW YORK)	. 1/06
On this day of	, 2005, before me personally came
to me known who being by me duly or	worn, did depose and say that s/he is the
a) the known, who, certify by the dirty at	P/BUSINESS CREDIT, INC., the corporation described
Of the Cit Grou.	r/5031NESS CREDIT, hyo., we corporation describe
in and which executed the foregoing insorder of the board of directors of said co	strument; and that s/he signed her/his name thereto by orporation.
. '	
· ·	Notary Public

STATE OF NEW YORK) : ss.: COUNTY OF NEW YORK)
On this, 2005, before me personally came, to me known, who, being by me duly sworn, did depose and say that s/he is the of SPIEGEL CATALOG HOLDINGS CORPORATION, the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.
Notary Public
STATE OF NEW YORK) : ss.: COUNTY OF NEW YORK)
On this <u>Ust</u> day of <u>March</u> , 2005, before me personally came <u>locert</u> <u>LKLEIN</u> to me known, who, being by me duly sworn, did depose and say that s/he is the <u>like President</u> of THE CIT GROUP/BUSINESS CREDIT, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.
Notary Public

NER! M. CALDERON
Notary Public, State of New York
No. 01CA6118625
Qualified in Kings County
Commission Expires Nov. 15, 2009

TRADEMARK REEL: 003075 FRAME: 0670

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