

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.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<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	08/22/01	DECORATING WITH UNIQUE STYLE
227671	09/07/99	DETAILS MAKE THE DIFFERENCE
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
1464646	11/10/87	OAKBROOK
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	SPIEGEL 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

2471411 07/24/01

THE SPIEGEL GROUP
LIFESTYLE RETAILERS (AND
DESIGN)

1443315 06/16/87

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.

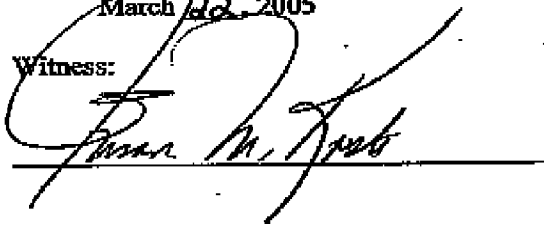
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations 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:



SPIEGEL CATALOG HOLDINGS
CORPORATION

By: _____


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


Witness:

SPIEGEL CATALOG HOLDINGS
CORPORATION

By: _____
Name: GERALYNN MADONNA
Its: President and Chief Executive
Officer

Witness:

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

By:  _____
Name: **Robert L. Klein**
Its: **Vice President**

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

On this ___ day of _____, 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 21st day of March, 2005, before me personally came ROBERT L. KLEIN to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President 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.

Neri M Calderon
Notary Public

NERI M. CALDERON
Notary Public, State of New York
No. 01CA6118625
Qualified in Kings County
Commission Expires Nov. 15, 2008