

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fingerhut Direct Marketing, Inc.		03/22/2006	CORPORATION: DELAWARE
Fingerhut Fulfillment, Inc.		03/22/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	CIGPF I Corp., as Agent
Street Address:	390 Greenwich Street, 4th Floor
Internal Address:	c/o Citigroup Global Markets, Inc.
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 57

Property Type	Number	Word Mark
Registration Number:	3020977	ACCESS TO BETTER LIVING
Registration Number:	2453125	AL
Registration Number:	2274991	BACKYARD LIVING
Registration Number:	1505333	CAREFREE LIVING
Registration Number:	2489361	CHEF'S MARK
Registration Number:	2645988	CHEF'S MARK
Registration Number:	2497159	CHEF'S MARK PREFERRED QUALITY
Registration Number:	2659758	CHEF'S MARK PREFERRED QUALITY
Registration Number:	1401719	CORNER SHOP
Registration Number:	2782394	COUNTRY BEAR
Registration Number:	2398630	DIGITAL ZONE
Registration Number:	2655853	FALL BIG BOOK

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Registration Number:	2352633	FASHION JEWELRY BAZAAR
Registration Number:	999881	FINGERHUT
Registration Number:	973080	FINGERHUT
Registration Number:	2523477	FINGERHUT HOME
Registration Number:	1724645	GATE ONE
Registration Number:	1722969	GATE ONE LUGGAGE
Registration Number:	2368354	GOLD KEY
Registration Number:	2503225	GOOD DEALS, GREAT BUYS
Registration Number:	2386204	HOLIDAY BIG BOOK
Registration Number:	2967344	HOME DEALS
Registration Number:	2444748	IN A FLASH
Registration Number:	2333507	INSTANT FIT
Registration Number:	2411462	LIFE MAX
Registration Number:	2099973	LIFE MAX
Registration Number:	2312598	LIFE MAX
Registration Number:	2540809	OUTDOOR SPIRIT
Registration Number:	2358444	OUTDOOR SPIRIT
Registration Number:	2438921	OUTDOOR SPIRIT
Registration Number:	2513010	OUTDOOR SPIRIT
Registration Number:	2438922	OUTDOOR SPIRIT
Registration Number:	2476139	OUTDOOR SPIRIT
Registration Number:	2366241	OUTDOOR SPIRIT
Registration Number:	2444758	OUTDOOR SPIRIT
Registration Number:	2358443	OUTDOOR SPIRIT
Registration Number:	2358445	OUTDOOR SPIRIT
Registration Number:	1931994	QA QUALITY ASSURED
Registration Number:	1693689	ROOMS FOR LIVING
Registration Number:	2601356	SENSOMA
Registration Number:	2279009	SPORTS CENTRAL
Registration Number:	2476310	SPRING BIG BOOK
Registration Number:	2579749	ST. CROIX COLORS
Registration Number:	2681467	ST. CROIX COLORS
Registration Number:	2530650	ST. CROIX COLORS
Registration Number:	2552910	ST. CROIX COLORS
Registration Number:	2496775	SUITE LUXURIES

Registration Number:	1933548	SUPER CHEF
Registration Number:	1037297	SUPER CHEF
Registration Number:	2329075	TAKE TIME FOR KIDS
Registration Number:	2315853	THE ACCENT'S ON OUTERWEAR
Registration Number:	2363151	THE COOK'S BOOK
Registration Number:	2363143	THE COOK'S BOOK
Registration Number:	2435895	TREASURE CREEK
Serial Number:	78545829	BAKER HILL
Serial Number:	78550727	COUNTRY BEAR
Serial Number:	78533161	FINGERHUT

CORRESPONDENCE DATA

Fax Number: (415)773-5759
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415-773-5921
Email: lpartmann@orrick.com, zfinley@orrick.com
Correspondent Name: Zachary S. Finley
Address Line 1: 405 Howard Street
Address Line 2: Orrick, Herrington & Sutcliffe LLP
Address Line 4: San Francisco, CALIFORNIA 94105-2669

ATTORNEY DOCKET NUMBER:	10613-31/1640
NAME OF SUBMITTER:	Zachary S. Finley
Signature:	/Zachary S. Finley/
Date:	03/22/2006

Total Attachments: 6
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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of March ³² 2006, is executed by Fingerhut Direct Marketing, Inc., a Delaware corporation ("Borrower") and Fingerhut Fulfillment, Inc. (collectively, "Grantors"), in favor of CIGPF I Corp., a New York corporation, as Agent for the Lenders referenced below ("Agent").

A. Pursuant to that certain Warehouse Loan Agreement, dated as of February 24, 2004, (as amended, modified, supplemented or restated from time to time, the "Loan Agreement"), by and among Borrower, the lenders party thereto from time to time (collectively, the "Lenders") and the Agent, the Lenders have agreed to extend loans to Borrower for the purposes, and on the terms and subject to the conditions, set forth in the Loan Agreement.

B. The Lenders' obligations to extend the Loans to Borrower under the Loan Agreement are subject, among other conditions, to receipt by Agent of this Grant of Security Interest, duly executed by each Grantor.

C. Each Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

D. Each Grantor has entered into the Security Agreement (Intellectual Property) dated as of February 24, 2004 (as amended, modified, supplemented, ratified or restated from time to time, the "IP Security Agreement") with Agent on behalf of the Lenders.

E. Pursuant to the IP Security Agreement, each Grantor has granted to Agent on behalf of the Lenders a security interest in all right, title and interest of such Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the IP Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor does hereby further grant to the Agent on behalf of the Lenders a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the IP Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

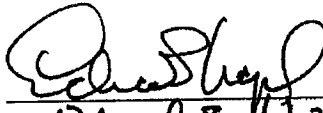
Agent's address is:

CIGPF I Corp.
c/o Citigroup Global Markets, Inc.
390 Greenwich Street, 4th Floor
New York, NY 10013
Attention: Ari Rosenberg


[Signature page follows.]

IN WITNESS WHEREOF, each Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

**FINGERHUT DIRECT MARKETING, INC., a
Delaware corporation**

By: 
Name: Edward S. Wozniak
Title: CFO

**FINGERHUT FULFILLMENT, INC., a
Delaware corporation**

By: 
Name: Edward S. Wozniak
Title: CFO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark / Servicemark	Reg. No.
ACCESS TO BETTER LIVING	3,020,977
AL AND DESIGN	2,453,125
BACKYARD LIVING	2,274,991
CAREFREE LIVING	1,505,333
CHEF'S MARK	2,489,361
CHEF'S MARK	2,645,988
CHEF'S MARK PREFERRED QUALITY & DESIGN	2,497,159
CHEF'S MARK PREFERRED QUALITY & DESIGN	2,659,758
CORNER SHOP	1,401,719
COUNTRY BEAR	2,782,394
DIGITAL ZONE	2,398,630
FALL BIG BOOK	2,655,853
Fashion Jewelry Bazaar	2,352,633
FINGERHUT	999,881
FINGERHUT	973,080
FINGERHUT HOME	2,523,477
GATE ONE (AND DESIGN)	1,724,645
GATE ONE LUGGAGE (AND DESIGN)	1,722,969
GOLD KEY	2,368,354
GOOD DEALS, GREAT BUYS	2,503,225
HOLIDAY BIG BOOK	2,386,204
HOME DEALS	2,967,344
In A Flash	2,444,748
Instant Fit	2,333,507
LIFE MAX	2,411,462
LIFE MAX	2,099,973
Life Max	2,312,598
OUTDOOR SPIRIT	2,540,809
OUTDOOR SPIRIT	2,358,444
OUTDOOR SPIRIT	2,438,921
OUTDOOR SPIRIT	2,513,010
OUTDOOR SPIRIT	2,438,922
OUTDOOR SPIRIT	2,476,139
OUTDOOR SPIRIT	2,366,241

OUTDOOR SPIRIT	2,444,758
OUTDOOR SPIRIT	2,358,443
Outdoor Spirit	2,358,445
QA Quality Assured & Design	1,931,994
ROOMS FOR LIVING	1,693,689
SENSOMA	2,601,356
Sports Central	2,279,009
SPRING BIG BOOK	2,476,310
ST. CROIX COLORS	2,579,749
ST. CROIX COLORS	2,681,467
ST. CROIX COLORS AND DESIGN	2,530,650
ST. CROIX COLORS AND DESIGN	2,552,910
SUITE LUXURIES	2,496,775
SUPER CHEF	1,933,548
Super Chef	1,037,297
Take Time For Kids	2,329,075
The Accent's on Outerwear	2,315,853
THE COOK'S BOOK	2,363,151
THE COOK'S BOOK (STYLIZED)	2,363,143
TREASURE CREEK	2,435,895

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Mark	Serial Number
BAKER HILL	78/545,829
COUNTRY BEAR	78/550,727
FINGERHUT	78/533,161

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