

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fingerhut Direct Marketing, Inc.		02/09/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bluestem Brands, Inc.		
Street Address:	6509 Flying Cloud Drive		
City:	Eden Prairie		
State/Country:	MINNESOTA		
Postal Code:	55344		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 62			
Property Type	Number	Word Mark	
Registration Number:	3020977	ACCESS TO BETTER LIVING	
Registration Number:	2274991	BACKYARD LIVING	
Registration Number:	1505333	CAREFREE LIVING	
Registration Number:	3664918	CAREFREE LIVING	
Registration Number:	2489361	CHEF'S MARK	
Registration Number:	2645988	CHEF'S MARK	
Registration Number:	2659758	CHEF'S MARK PREFERRED QUALITY	
Registration Number:	2497159	CHEF'S MARK PREFERRED QUALITY	
Registration Number:	3399460	COUNTRY BEAR	
Registration Number:	3521668	DECORATE MORE! ENTERTAIN MORE! GIVE MORE!	
Registration Number:	2398630	DIGITAL ZONE	
Registration Number:	3731914	DIGITAL ZONE	
Registration Number:	2655853	FALL BIG BOOK	
Registration Number:	0999881	FINGERHUT	

OP \$1565.00 3020977

Registration Number:	0973080	FINGERHUT
Registration Number:	3279350	FINGERHUT
Registration Number:	3463673	FINGERHUT FINDS
Registration Number:	2523477	FINGERHUT HOME
Registration Number:	1724645	GATE ONE
Registration Number:	1722969	GATE ONE LUGGAGE
Registration Number:	2503225	GOOD DEALS, GREAT BUYS
Registration Number:	2386204	HOLIDAY BIG BOOK
Registration Number:	2967344	HOME DEALS
Registration Number:	2099973	LIFE MAX
Registration Number:	3716729	MORE4LIFE
Registration Number:	2476139	OUTDOOR SPIRIT
Registration Number:	2444758	OUTDOOR SPIRIT
Registration Number:	2366241	OUTDOOR SPIRIT
Registration Number:	2358444	OUTDOOR SPIRIT
Registration Number:	1693689	ROOMS FOR LIVING
Registration Number:	3608860	SAFELINE
Registration Number:	2476310	SPRING BIG BOOK
Registration Number:	2579749	ST. CROIX COLORS
Registration Number:	3732769	SUMMER BIG BOOK
Registration Number:	1933548	SUPER CHEF
Registration Number:	3595788	WINTER BIG BOOK
Serial Number:	77695060	
Serial Number:	77805693	
Serial Number:	77805695	
Serial Number:	77805696	
Serial Number:	77805707	
Serial Number:	77805703	
Serial Number:	77805697	
Serial Number:	77646363	GETTINGTON
Serial Number:	77695056	GETTINGTON
Serial Number:	77695057	GETTINGTON
Serial Number:	77695050	GETTINGTON
Serial Number:	77796259	GETTINGTON.COM
Serial Number:	77795304	GOODIE BAG

Serial Number:	77633781	M
Serial Number:	77633789	M
Serial Number:	77633790	M
Serial Number:	77633797	M
Serial Number:	77633808	M
Serial Number:	77633812	M
Serial Number:	77609530	MCLELAND DESIGN
Serial Number:	77084311	NOW YOU CAN
Serial Number:	77295353	SUMMER BIG BOOK
Serial Number:	77600310	TESTMARK
Serial Number:	77600313	TESTMARK
Serial Number:	77771077	TESTMARK
Serial Number:	77695055	GETTINGTON

CORRESPONDENCE DATA

Fax Number: (612)766-1600
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612/766-7196
Email: trademarkmpls@faegre.com
Correspondent Name: Sandra Epp Ryan
Address Line 1: 90 South Seventh Street
Address Line 2: 2200 Wells Fargo Center
Address Line 4: Minneapolis, MINNESOTA 55402-3901

ATTORNEY DOCKET NUMBER:	77839 - 386441
NAME OF SUBMITTER:	Sandra Epp Ryan
Signature:	/Sandra Epp Ryan/
Date:	02/25/2010

Total Attachments: 3
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Delaware

PAGE 1

The First State

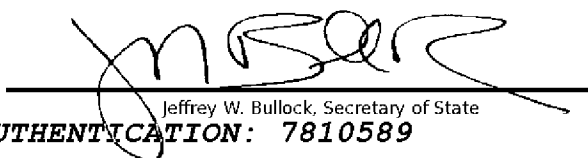
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FINGERHUT DIRECT MARKETING, INC.", CHANGING ITS NAME FROM "FINGERHUT DIRECT MARKETING, INC." TO "BLUESTEM BRANDS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 2010, AT 5:05 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3567832 8100

100126782




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7810589

DATE: 02-12-10

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004155 FRAME: 0638

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:05 PM 02/09/2010
FILED 05:05 PM 02/09/2010
SRV 100126782 - 3567832 FILE

**CERTIFICATE OF AMENDMENT
OF
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FINGERHUT DIRECT MARKETING, INC.**

FINGERHUT DIRECT MARKETING, INC., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment of the Fourth Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that the amendment be submitted for consideration by the stockholders of the Corporation. The resolution setting forth the proposed amendment is as follows:

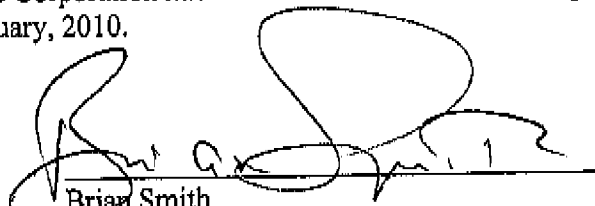
RESOLVED, that the Fourth Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting in its entirety Article FIRST and inserting the following in lieu thereof:

"FIRST. The name of the Corporation is BLUESTEM BRANDS, INC. (the "Corporation")."

SECOND: That thereafter a majority of the outstanding stock of the Corporation entitled to vote thereon, and a majority of the outstanding stock of each class of the Corporation entitled to vote thereon, took action pursuant to Section 228 of the General Corporation Law of the State of Delaware to approve of the proposed amendment.

THIRD: That the foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by the undersigned on this 9th day of February, 2010.


Brian Smith
Chairman and Chief Executive Officer

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Name Reservation Status

Reservation No.	Entity Name	Entity Type	Cost	Status	Expiration Date (mm/dd/yyyy)
4780587	BLUESTEM BRANDS, INC.	CORPORATION	75.00	RESERVED	05/25/2010

SRV Number - 100067839
Payment Type - Depository Account
Amount Charged - \$75.00