FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 02-29-2000



U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

New		: Please record the attached original document(s) or copy(ies).
Resubmission (Non-Recordation) Document ID # Effective Date Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Mark If additional names of conveying parties attached Month Day Year Name Styleclick.com Inc. Formerly Individual General Partnership Limited Partnership Corporation Associatio Other Citizenship/State of Incorporation/Organization DBA/AKA/TA Composed of Address (line 3) New York Individual General Partnership Limited Partnership Individual General Partnership Individual G	Submission Type	
Document ID # Ffective Date Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Month Day Year Month Day	New	Assignment License
Conveying Party Name Styleclick.com Inc. Formerly Individual General Partnership Limited Partnership Corporation Name USA Networks, Inc. BBA/AKA/TA Composed of Address (line 1) Individual General Partnership Limited Partnership If document to be recorded is an appointment of a domestic representative should be attached. Other New York 10019 10000200 500766 1912286 1	Document ID # Correction of PTO Error	Merger Effective Date Month Day Year
Name Styleclick.com Inc. Formerly Individual General Partnership Limited Partnership Corporation Association Other Citizenship/State of Incorporation/Organization California Receiving Party Name USA Networks, Inc. DBA/AKA/TA Composed of Address (line 1) 152 West 57th Street Address (line 2) New York State/Country State/Country State/Country Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving parties in to domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, an appointment of a domestic not domiciled in the United States, and the United States of the United States, and the United States of the United States		
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document are pathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO-16	18B	Pag	a 2		U.S. Department of Commerce Patent and Trader ark Office
Expires 06/30/99 OMB 0651-0027					TRADEMARK
Domestic Re	presentative Nan	ne and Address	Enter for the first	Receiving Part	y only.
Name					
Address (line 1)					
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Address (line 3)					
Address (line 4)					
Corresponde	ent Name and Ad	dress Area Code and	Telephone Number	(212) 373	-3262
Name	Theodore M. S	Sabety, Esq.			
Address (line 1)	Paul Weiss R	ifkind Wharto	n & Garrison		
Address (line 2)	1285 Avenue	of The Americ	as		
Address (line 3)	New York, New	v York 10019-	6064		
Address (line 4)					
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	emark Application N	lumber(s) 75-638576) 	istration Number	` <i>_</i>
75-65824	7 75-638575	75-638376	1912286	1742817	1664906
75-63857	75-617781	75-617782	1655404	1656103	1691245
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Number of P	roperties Enter	the total number of p	properties involved.	# 24	2
Fee Amount	Fee Ar	nount for Properties	Listed (37 CFR 3.4	1): \$ 665	.00
Method of Deposit A	· ·	Enclosed	Deposit Account	,	
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 50-0>6					
		Authorization to	charge additional fee	s: Yes	Z No []
Statement a	•				
To the	best of my knowledg	e and belief, the forego	ing information is true	and correct and	any

attached copy is a true copy of the original document. Charges to deposit account are authorized, as

indicated herein.

Theodore M. Sabety, Esq. & Name of Person Signing

Signature

Date Signed

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

Conveying Party Enter Additional Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name	
Formerly	
Individual General Partnership L	imited Partnership Corporation Association
Other	
Citizenship State of Incorporation/Organization	
Receiving Party Enter Additional Receiving Party	lark if additional names of receiving parties attached
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Corporation Association	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached
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Citizenship/State of Incorporation/Organization	
Trademark Application Number(s) or Reg	wark ii accitoriai italiibei 5 attactieti
	tration Number (DO NOT ENTER BOTH numbers for the same property).
Trademark Application Number(s) 75-514837 75-510717 75-45991	Registration Number(s)
75-459912 75-459911 75-3439	
74-092659 74-092660 74-0928	
74-092862	

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Collateral Agreement dated as of January <u>24</u>, 2000 (the "<u>Collateral Agreement</u>") by Styleclick.com Inc. (the <u>"Obligor"</u>) and USA Networks, Inc. as (the "<u>Lender</u>"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Lender:

Styleclick, Inc.

Trademark	Filing Date	Serial Number	Reg. Date	Reg. No.	Status	Class
Style Click	March 11, 1999	75-658247			Pending	Int'l: 9,35 US: 21,23,26, 36,38,100, 101,102
footwearfinder.com	February 11, 1999	75-638575			Pending	Int'l:35 US: 100,101, 102
accessoryfinder.com	February 11, 1999	75-638576			Pending	Int'l: 35 US: 100,101, 102
cosmeticsfinder.com	February 11, 1999	75-638577			Pending	Int'l: 35 US: 100,101, 102
styleclick.com	January 7, 1999	75-617781			Pending	Intl: 9,35 US:21,23, 26,36,38,1 01,102
clickstyle.com	January 7, 1999	75-617782			Pending	Intl:9,35 US: 21,23,26,3 6,38,100, 101,102

Doc#: NY5: 563444.1

fashiontrip.com	January 7, 1999	75-617783			Pending	Intl: 9,35 US: 21,23,26,3 6,38,100, 101,102
Fashion Finder	December 10, 1995	75-602426			Pending	Int'l:9,35 US:21,23, 26,36,38, 100,101, 102
fashio nfinde r.com	December 10, 1998	75-602427			Pending	Int'l:9,35 US:21,23, 26,36,38, 100,101, 102
3D Visual Merchant	July 7, 1998	75-514837			Abandoned- Failure to Respond	Int'l:9,35 US:21,23, 26,36,38, 100,101, 102
Fashion Trip	June 30, 1998	7 5 -510717			Published	Int'1:9,35 US:21,23, 26,36,38, 100,101, 102
E Fashion	March 31,1998	75-459910			Pending	Int'l:9,35 US:21,23, 26,36,38, 100,101, 102
Virtual Fashion	March 31, 1998	75-459912			Pending	Int'l:9,35 US:21,23, 26,36,38, 100,101, 102
V Fashion	March 31, 1998	75-459911			Pending- Published (11/16/99)	Int'l:9,35 US:21,23, 26,36,38, 100,101, 102
Quest	August 20, 1997	75-343986			Pending- passed by examiner	Int'l:9 US:21,23, 26,36,38
Modafinity	November 16, 1992	74-331579	August 15,1995	1,912,286	Registered	Int'1:9 US:21,23, 26,36,38
Envision	April 8, 1991	74-155176	December 29,1992	1,742,817	Registered	Int'1:9 US:38
Modaplan	February 12,1991	74-139656	November 19,1991	1,664,906	Registered	Int'1:9 US:38
Moda Cad	August 28, 1990	74-092658	September 3,1991	1,655,404	Registered	Int'1:9 US:38
Modavision	August 28, 1990	74-092659			Abandoned- no statement of use filed	Int'l:9 US:38
Modaimage	August 28, 1990	74-092660			Abandoned- no statement of use filed	Int'l: 9 US: 38

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REEL: 002027 FRAME: 0156

Modaform	August 28, 1990	74-092855			Abandoned- no statement of use filed	Int'l: 9 US: 38
Modaweave	August 28, 1990	74-092857	September 10,1991	1,656,103	Registered	Int'l:9 US:38
Modacad	August 28,1990	74-092861	June 9, 1992	1,691,245	Registered	Int'l:9 US:38
Modacad		74-092862			Abandoned (Dec.2,1991)	Int'1:9 US:38
Modadrape	August 28,1990	74-092863	September 10, 1991	1,656,104	Registered	Int'1:9 US:38

Doc#; NY5: 563444.1 TRADEMARK

REEL: 002027 FRAME: 0157

The Obligor, and the Lender, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Collateral Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

OBLIGORS:

STYLECLICK.COM INC.

Name: BARRY HALL
Title: CHIEF OFFICER FINANCIAL OFFICER

Acknowledged and Accepted:

USA NETWORKS, INC.
as Lender

By:
Name:
Title:

STATE OF CALIFORNIA
) ss.:
COUNTY OF LOS ANGELES)

On this 24 day of January, 2000, before me personally came

BALK HALL to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he or she is the

Of Styleclick.com Inc.; he or she signed the instrument in the name of Styleclick.com Inc.; and he or she had the authority to sign the instrument on behalf of Styleclick.com Inc.



Notary Public

The Obligor, and the Lender, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Collateral Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,	
OBLIGORS:	
STYLECLICK.COM, INC	
By:	
Acknowledged and Accepted:	
USA NETWORKS, INC. as Lender	
By: Name: Title:	
STATE OF CALIFORNIA)) ss.: COUNTY OF LOS ANGELES)	
On this day of January, 2000, before me per, to me known to be the person who signed and who being duly sworn by me did depose and state that of Styleclick.com Inc.; he or she signed of Styleclick.com Inc.; and he or she had the authority to si behalf of Styleclick.com Inc.	the foregoing instrument he or she is the the instrument in the name
Notary Public	

RECORDED: 01/28/2000