

MRS 1/28/00

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

02-29-2000



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

101278748

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name Styleclick.com Inc.

1/24/00

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name USA Networks, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 152 West 57th Street

Address (line 2) _____

Address (line 3) New York New York 10019
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

02/28/2000 TTM11 00000200 500706 1912286

01 FC:481 40.00 CH
02 FC:482 625.00 CH

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 and gathering 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 Collection 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

TRADEMARK
REEL: 002027 FRAME: 0152

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75-658247"/>	<input type="text" value="75-638575"/>	<input type="text" value="75-638576"/>	<input type="text" value="1912286"/>	<input type="text" value="1742817"/>	<input type="text" value="1664906"/>
<input type="text" value="75-638577"/>	<input type="text" value="75-617781"/>	<input type="text" value="75-617782"/>	<input type="text" value="1655404"/>	<input type="text" value="1656103"/>	<input type="text" value="1691245"/>
<input type="text" value="75-617783"/>	<input type="text" value="75-602426"/>	<input type="text" value="75-602427"/>	<input type="text" value="1656104"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing 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. Sabetv, Esq.
Name of Person Signing


Signature

1/18/02
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

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 Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75-514837	75-510717	75-459910
75-459912	75-459911	75-343986
74-092659	74-092660	74-092855
74-092862		

NOTICE
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 24, 2000 (the "Collateral Agreement") by Styleclick.com Inc. (the "Obligor") and USA Networks, Inc. as (the "Lender"), 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

fashiontrip.com	January 7, 1999	75-617783			Pending	Int'l: 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
fashionfinder.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	75-510717			Published	Int'l: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'l:9 US:21,23, 26,36,38
Envision	April 8, 1991	74-155176	December 29,1992	1,742,817	Registered	Int'l:9 US:38
Modaplan	February 12,1991	74-139656	November 19,1991	1,664,906	Registered	Int'l:9 US:38
Moda Cad	August 28, 1990	74-092658	September 3,1991	1,655,404	Registered	Int'l: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

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'l:9 US:38
Modadrape	August 28, 1990	74-092863	September 10, 1991	1,656,104	Registered	Int'l:9 US:38

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.

[Handwritten Signature]
By: _____

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 BARRY 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 CFO 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.



[Handwritten Signature]

Notary Public

