

ASSIGNMENT OF TRADEMARKS

COMMONWEALTH OF PENNSYLVANIA :
: ss.
COUNTY OF CHESTER :

WHEREAS INTERNATIONAL SKINCARE RESEARCH, INC. ("Assignor"), a Delaware corporation with offices at 7 Great Valley Parkway, Malvern, Pennsylvania 19355, has intended to use the trademarks shown in Schedule A (the "Trademarks") hereto in its cosmetics and skin care business, and has filed applications to register the Trademarks indicating that intention but has not yet filed any allegations of use under Section 1(c) or 1(d) of the Trademark Act (15 U.S.C. 1051(c),(d)) with respect to the Trademarks;

AND WHEREAS QVC, INC. ("Assignee"), a Delaware corporation with offices at 1200 Wilson Drive, West Chester, Pennsylvania 19380, has on this date acquired from Assignor certain assets and property used in Assignor's cosmetics and skin care business and is desirous of acquiring the Trademarks, together with the applications for registration of the Trademarks shown in Schedule A hereto (the "Applications"), any other registrations and applications for registration of the Trademarks, and the goodwill of the business symbolized by the Trademarks;

AND WHEREAS Assignee is succeeding to the portion of the Assignor's business to which the Trademarks pertain, as required by Section 10 of the Trademark Act (15 U.S.C. 1060);

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the Applications, any other registrations and applications for registration of the Trademarks and the goodwill of the business symbolized by the Trademarks.

Dated: August 26, 1998

INTERNATIONAL SKINCARE RESEARCH, INC.

By [Signature]
Joseph M. Segel
Chairman

Subscribed and sworn to before me on August 26, 1998

[Signature]
Notary Public

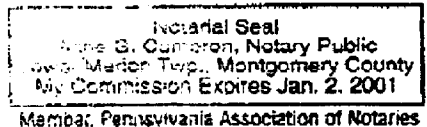


EXHIBIT A**U.S. Applications**

<u>Mark</u>	<u>Serial No.</u>	<u>Application Date</u>
SPA-CARE	75-496,186	June 4, 1998
LEADING SPAS OF THE WORLD	75-496,185	June 4, 1998

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