



**BILL OF SALE FOR CERTAIN ASSETS OF  
VALUEVISION DIRECT MARKETING, INC.**

KNOW ALL PERSONS BY THIS INSTRUMENT that, pursuant to the terms and conditions of that certain Purchase and Sale Agreement (the "Agreement") effective February 1, 1999, by and between ValueVision Direct Marketing Company, a Minnesota corporation ("VVDM") and Direct Marketing Services, Inc., a corporation organized under the laws of the State of Illinois ("DMSI"), for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, VVDM does hereby sell, transfer, convey, assign and deliver unto DMSI, its successors and assigns, as of the date hereof, the following assets and property owned by VVDM (the "Assets"):

1. All of VVDM's right, title to, and interest in the HomeVisions® name and logos, including the trade name and trademark rights identified in the attached Exhibit A, together with all goodwill associated with such trade name and trademark rights, and all of VVDM's copyright interests in the HomeVisions® name and logos;

2. All of VVDM's right, title to, and interest in the HomeVisions® customer list, consisting of customers who have made a HomeVisions® catalog purchase during the 13 month period commencing on December 31, 1998; and

3. All of VVDM's right, title to, and interest in the HomeVisions® Catalog and Montgomery Ward Direct Catalog digital images stored and maintained on the date hereof at Digital Dimensions.

TO HAVE AND TO HOLD, said Assets unto DMSI, its successors and assigns, to and for its use forever. This conveyance is made with and subject to the representations, warranties and covenants of DMSI and the conditions set forth in the Agreement, the terms of which are incorporated herein by this reference.

IN WITNESS WHEREOF, VDMI has caused this Bill of Sale to be executed with full authority effective this 1st day of February, 1999.

VALUEVISION DIRECT MARKETING COMPANY, INC.

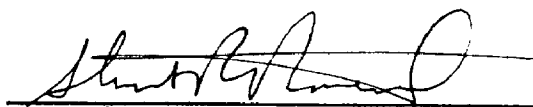
By:   
Its: SVP Finance : CAD

Exhibit A

TRADE NAMES & TRADEMARKS

<u>Mark</u>	<u>Filing Date</u>	<u>Serial No.</u>	<u>Status</u>
HOMEVISIONS	12/04/97	75/400,062	Pending
HOMEVISIONS and Design	01/07/98	75/414,704	Pending
HOMEVISIONS DIRECT and Design	01/07/98	75/414,705	Pending