



SHEET

Handwritten: HWP 1.18.00

101270019

Attorney Docket No.: 5457-3

To the U.S. Patent and Trademark Office, Office of Public Records: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

QVC, Inc.

2. Name and address of receiving party(ies):

Affiliate Marks Investment, Inc.
222 Delaware Avenue, Suite 1448
Wilmington, DE 19801

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: December 28, 1999

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Delaware
- Other:

If Assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment.)

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,455,889	2,015,779
1,930,782	2,154,516
1,945,357	2,164,476
2,098,066	

5. Name and address of party to whom correspondence document should be mailed:

JAMES M. MULLIGAN, JR., ESQ.
CONNOLLY BOVE LODGE & HUTZ LLP
P. O. Box 2207
1220 Market Street
Wilmington, DE 19899
Telephone: (302) 658-9141
Facsimile: (302) 658-5614

6. Total number of applications and registrations involved: [7]

7. Total fee (37 CFR 3.41) Cal. $\frac{1}{x}$ \$40.00 = \$ 40.00
 $\frac{6}{x}$ \$25.00 = \$ 150.00

- Fee enclosed.
- Authorized to be charged to Deposit Account.

8. Deposit Account number: 03-2775
(for any additional fees required)

02/17/2000 DNGUYEN 00000082 1455889

01 FC 481	40.00 OP
02 FC 482	150.00 OP

DO NOT USE THIS SPACE

9. 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.

James M. Mulligan, Jr.
Name of Person Signing

Handwritten Signature: James M. Mulligan, Jr.

January 11, 2000
Date

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO U.S. PATENT AND TRADEMARK OFFICE, OFFICE OF PUBLIC RECORDS, CRYSTAL GATEWAY 4, ROOM 305 WASHINGTON, D.C. 20231

BY *James M. Mulligan, Jr.*
DATE 1/11/00

TRADEMARK ASSIGNMENT

WHEREAS, QVC, Inc. (the "Assignor"), a corporation organized and existing under the laws of the State of Delaware, having a business address of Studio Park, West Chester, Pennsylvania, 19380-4262, has adopted, used, and is using in its business, and is the owner of and/or applicant for the trademarks, service marks, and/or applications listed in Schedule A attached hereto and incorporated herein (collectively referred to as the "Trademarks"), and is the exclusive owner of all of the goodwill of the business appurtenant thereto;

WHEREAS, Affiliate Marks Investment, Inc. (the "Assignee"), a corporation organized and existing under the laws of the State of Delaware, having a business address of 222 Delaware Avenue, Suite 1448, Wilmington, Delaware 19801, is desirous of acquiring all right, title, and interest in the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the registrations thereof and applications therefor, from Assignor;

WHEREAS, the assignment of the Trademarks and registrations thereof and applications thereof, shall be made of record in the United States Patent and Trademark Office and other appropriate patent and trademark offices.

NOW, THEREFORE, as a capital contribution to Assignee and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Assignor hereby sells, assigns, transfers, and quitclaims to Assignee, Assignor's entire right, title and interest in and to the Trademarks, together with all of the goodwill of the business appurtenant thereto, and all claims for damages by reason of infringement of the Trademarks, with the exclusive right to sue for and collect said damages with respect to the Trademarks for Assignee's own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives, in the United States where Assignor owns, possesses or controls the rights herein being transferred to Assignee, to the full and complete extent of any and all such rights.

AND, Assignor agrees to execute any and all instruments and to perform any and all acts that may be necessary or desirable to fully and expediently effectuate and record this Assignment or perfect the Assignee's rights in the Trademarks assigned hereby.

IN TESTIMONY WHEREOF, the Assignor has caused this Assignment to be executed, by its duly authorized representative, effective this 28 day of December, 1999.

QVC, Inc.

By: Neal S. Gragon
Name: NEAL S. GRAGON
Title: SENIOR VICE PRESIDENT

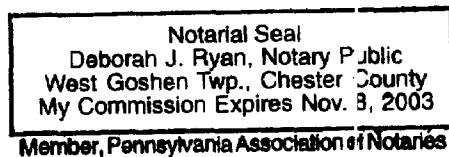
CERTIFICATE OF ACKNOWLEDGEMENT

Commonwealth I, Deborah J Ryan, a Notary Public in and for the County of Chester,
in the State of Pennsylvania, hereby certify that Neals Crabbell, personally known to me
to be the same person whose name is subscribed to the foregoing instrument, appeared before me
this day in person and acknowledged that he/she signed, sealed and delivered the said instrument as
a free act and deed on behalf of the identified corporation with authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this
28 day of December, 1999.

Deborah J Ryan
Notary Public

Commission Expires: 11/8/03



SCHEDULE A

<u>Trademark/ Service Mark</u>	<u>U. S. Reg. No.</u>	<u>Goods/Services</u>
QVC	2164476	Providing home shopping services in the field of general merchandise by means of television
QVC	2154516	Clothing, namely, T-Shirts and caps
QVC	2015779	Retail store services in the field of general merchandise
QVC	2098066	Interactive retail services provided via computer and television, featuring general merchandise
QVC	1945357	Catalog and mail order services in the field of general merchandise
QVC	1930782	Providing at home shopping services by means of television
QVC	1455889	Providing at home shopping services in the field of general merchandise by means of cable television