

MWD 1.18.



R SHEET

Attorney Docket No.: 5457-3

101270020

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):

Affiliate Marks Investment, Inc.

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

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

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

3. Nature of conveyance:

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

Execution Date: December 28, 1999

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. 1 x \$40.00 = \$ 40.00
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 DMGUYEN 00000061 1455669

DO NOT USE THIS SPACE

82 FEB 21 1999

10:00 AM

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.

January 11, 2000

Name of Person Signing

Date

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE of pages including cover sheet, attachments and document. [4] ADDRESSED TO U.S. PATENT AND TRADEMARK OFFICE.

TRADEMARK ASSIGNMENT

WHEREAS, Affiliate Marks Investment, Inc. (the "Assignor"), 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, 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, ER Marks, 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 of the Assignor to the Trademarks in the United States (the "Trademark Rights"), together with the goodwill of the business appurtenant thereto and the registrations thereof and applications therefor, from Assignor; and

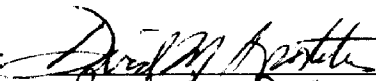
WHEREAS, the assignment of the Trademark Rights and registrations thereof and applications therefor, shall be made of record in the United States Patent and Trademark Office.

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 Trademark Rights, together with all of the goodwill of the business appurtenant thereto, and all claims for damages by reason of infringement of the Trademark Rights, with the exclusive right to sue for and collect said damages with respect to the Trademark Rights 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 Trademark 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 Trademark Rights assigned hereby.

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

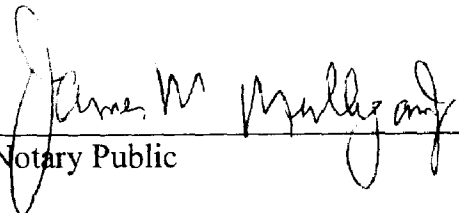
Affiliate Marks Investment, Inc.

By: 
Name: ~~David M. Apostolizo~~ David M. Apostolizo
Title: President

CERTIFICATE OF ACKNOWLEDGEMENT

I, James M. Mulligan, Jr., a Notary Public in and for the County of New Castle, in the State of Delaware, hereby certify that David M. Apostolos 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 28th day of December, 1999.



Notary Public

Commission Expires JAMES M. MULLIGAN, Jr.
DELAWARE ATTORNEY
NOTARIAL OFFICER
PERMANENT COMMISSION

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