

RECORDED 08-07-2001



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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To The Honorable Commissi

and the attached original document or copy thereof.

1. Name of conveying party(ies):

QVC, Inc. (Delaware Corporation)

07/24/01

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

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: July 17, 2001

2. Name and address of receiving party(ies)

Name: ER Marks, Inc.

Internal Address:

Street Address: 222 Delaware Avenue

City: Wilmington State: DE Zip: 19801

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

A) Trademark Application No.(s)

B) Trademark Registration No.(s)

1,995,906

Additional numbers attached? Yes No

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

CAESAR, RIVISE, BERNSTEIN,
COHEN & POKOTILOW, LTD.

Attn: Manny D. Pokotilow, Esq.
12th Floor - 7 Penn Center
1635 Market Street, Phila, PA 19103-2212

6. Total number of applications and registrations involved..... 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

Authorized to Charge to Deposit Account No. 03-0075 (duplicate attached)

08/06/2001 LHMILLER 00000144 030075 1995906

DO NOT USE THIS SPACE

8. 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.

Manny D. Pokotilow
Name of Person Signing

Signature

July 20, 2001
Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks; Box Assignments; Washington DC 20231

TRADEMARK
REEL: 002342 FRAME: 0305

ASSIGNMENT

WHEREAS, QVC, Inc., a Delaware corporation, having a place of business at 1200 Wilson Drive, West Chester, Pennsylvania 19380 (hereinafter "Assignor") has adopted and has been using the mark QCARD for credit card services (hereinafter, the "Mark") and is the proprietor of all materials on which the QCARD mark has appeared and of Certificate of Registration No. 1,995,906 registered on August 20, 1996.

WHEREAS, it is the desire of Assignor to assign and transfer to ER Marks, Inc., a corporation organized under the laws of the State of Delaware and having a place of business at 222 Delaware Avenue, Wilmington, Delaware 19801 (hereinafter "Assignee") all of the right, title and interest of said Assignor in and to the Mark, all materials on which the Mark has appeared, all registrations for the registration of said Mark and the goodwill of the business associated with and symbolized by the Mark; and

WHEREAS, it is the desire of Assignor and Assignee to record the assignment of said Mark and the transfer to Assignee of the Mark.

NOW, THEREFORE, in consideration of the sum of \$10.00 and other good and valuable consideration paid by Assignee to Assignor, and in further consideration of the fact that it is the desire of Assignor to be legally bound hereby, said Assignor does hereby sell, assign and transfer unto Assignee the Mark, all materials on which the Mark has appeared, Certificate of Registration No. 1,995,906 and the goodwill of the business associated with and symbolized by the Mark.

Included in this Assignment is the entire right, title and interest in and to the Mark and Certificate of Registration No. 1,995,906 together with the goodwill of the business associated with and symbolized by the Mark. Also included in this Assignment are any and all rights which Assignor has against persons who have infringed upon the Mark, materials on which the Mark has appeared and the Certificate of Registration No. 1,995,906. These rights include the right to sue and recover for all damages and profits arising out of past infringement of the materials on which the Mark has appeared, and Certificate of Registration No. 1,995,906.

IN WITNESS WHEREOF, QVC, Inc. has caused this Assignment to be signed by its Senior Vice President, Neal S. Grabell, thereunto duly authorized and has caused its corporate seal to be hereunto affixed and duly attested this 17th day of July, 2001.

ATTEST:

QVC, INC.

 BY: 
Neal S. Grabell
Senior Vice President

(Corporate Seal)

COMMONWEALTH OF PENNSYLVANIA :

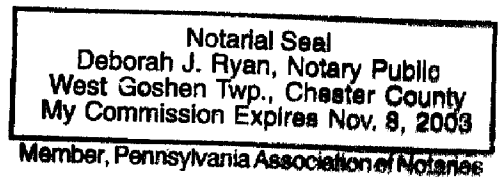
: ss *West Chester, PA*

COUNTY OF CHESTER :

On this 17th day of July, 2001, before me personally appeared Neal S. Grabell, to me known, who after being duly sworn, did depose and say that at the time of the Assignment he is the Senior Vice President of QVC, Inc., a Delaware corporation, the corporation herein, and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of QVC, Inc. and that he signed his name thereto by like order.

Deborah J. Ryan (SEAL)
Notary Public

MY COMMISSION EXPIRES: 11/8/03



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