



**ASSIGNMENT OF INTENT-TO-USE SERVICE MARK APPLICATION**

WHEREAS, Hanover Brands, Inc. (Assignor), a Delaware corporation, having its principal offices at 1500 Harbor Blvd., Weehawken, NJ 07087 owns the following intent-to-use service mark application in the United States Patent and Trademark Office:

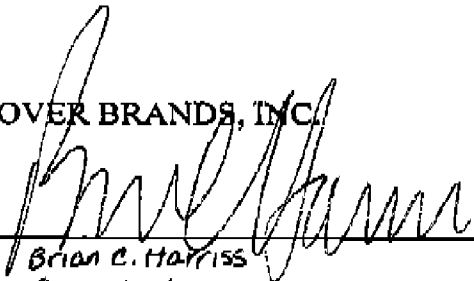
<u>Mark</u>	<u>Application No.</u>	<u>Date of filing</u>
THE SHOPPER'S EDGE	75/474,697	April 27, 1998

WHEREAS, The Shopper's Edge LLC (Assignee), a limited liability company of the State of Delaware, having its principal place of business at 1500 Harbor Blvd., Weehawken, NJ 07087 is the successor to that portion of the business to which said mark pertains, and said business is ongoing and existing and Assignee is desirous of acquiring said mark and the application therefor;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors in interest, all right, title and interest in and to said mark, together with the goodwill of the business symbolized by said mark and the application therefor, and including all common-law and other rights in said mark, all claims, demands and causes for action, both at law and in equity, that Assignor may have, or may hereinafter acquire, on account of any infringement of said mark prior to the date hereof, and does hereby empower Assignee, and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment to take effect on the 20<sup>th</sup> day of November, 2001.

HANOVER BRANDS, INC.

  
 By: Brian C. Harriss  
 Title: President