

CONFIRMATORY ASSIGNMENT

WHEREAS, Hanover Catalog Holdings, Inc., a Delaware corporation, with an address of 1500 Harbor Boulevard, Weehawken, New Jersey 07087 ("Assignor"), was the owner of the following trademark application in the United States (the "Trademark"):

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

WHEREAS, Hanover Direct, Inc., a Delaware corporation, located and doing business at 1500 Harbor Boulevard, Weehawken, New Jersey 07087 ("Assignee"), acquired the Trademark and all associated goodwill in the Trademark, effective December 26, 1998;

WHEREAS, to the best of Assignor's knowledge no oppositions or proceedings to cancel the Trademark were or are pending and no other party makes a claim of ownership to the Trademark;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby confirms *nunc pro tunc* the assignment to Assignee, effective December 26, 1998, of all right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark and that portion of the business of Assignor to which the Trademark pertains, and with all claims that could be asserted by Assignor arising out of or relating to the use or ownership of the Trademark.

Dated: November 20, 2001

HANOVER CATALOG HOLDINGS, INC.

By: 

Name: Brian C. Harriss

Title: Vice President

CERTIFICATE OF TRANSMISSION

I hereby certify that the attached Assignment Document and Recordation Form Cover Sheet are being facsimile transmitted to: Assistant Commissioner for Trademarks, Patent and Trademark Assignment Systems, Facsimile No. (703) 306-5995 on the date indicated below.

11/21/01

November 21, 2001

Dorothy Metzick

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