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Q1001/30763

To The Honorable Commissioner of Patents and Trademarks, the attached original document or copy thereof.

1. Name of conveying party(ies):

09/28/01

QVC, Inc. (Delaware Corporation)

- 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: September 24, 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)

Reg. No. 2,470,594

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)

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

September 25, 2001 Date

10/04/2001 00000143 030075 2470594 40.00

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

ASSIGNMENT

WHEREAS, QVC, INC. a corporation organized and existing under the laws of the State of Delaware, having a place of business at Studio Park, West Chester, Pennsylvania 19380 (hereinafter "ASSIGNOR") is the proprietor of the mark QVC BEAUTY, prints, signs and labels on which said mark has appeared and United States Certificate of Registration No. 2,470,594, registered on July 17, 2001.

WHEREAS, for good and valuable consideration assignor assigned and transferred to ER MARKS, INC., a Corporation organized and existing 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 QVC BEAUTY, prints, signs and labels on which said mark has appeared, all registrations and applications for the registration of said mark and the goodwill of the business associated with and symbolized mark, prints, signs and labels; and

WHEREAS, it is the desire of ASSIGNOR and ASSIGNEE to record the assignment of said mark and the transfer to ASSIGNEE of the aforesaid mark.

NOW THEREFORE, IN CONSIDERATION of the sum of \$1.00 and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the receipt of which is hereby acknowledged by 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 its mark QVC BEAUTY all prints, signs and labels on which the mark QVC BEAUTY has appeared, United States Certificate of Registration No. 2,470,594 and any application or trademark registration of said mark, the prints, signs and labels and the goodwill

of the business associated with and symbolized by the mark, prints, signs and labels on which the mark has appeared.

Included in this assignment is the entire right, title and interest in and to the mark and the United States Certificate of Registration No. 2,470,594 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, prints, signs and labels and United States Certificate of Registration No. 2,470,594. These rights include the right to sue and recover for all damages and profits arising out of past infringement of the mark, prints, signs and labels and United States Certificate of Registration No. 2,470,594.

IN WITNESS WHEREOF, QVC, INC. has caused this Assignment to be signed by its *Senior Vice President, Neal S. Grabell*, hereunto duly authorized, and has caused its corporate seal to be hereunto affixed and duly attested this

24th, day of September, 2001.

QVC, INC.

By *Neal S. Grabell*

Name : Neal S. Grabell

Title: Senior Vice President

ATTEST:

Larry Hayes, Asst. Secretary
(Corporate Seal)

Commonwealth of Pennsylvania

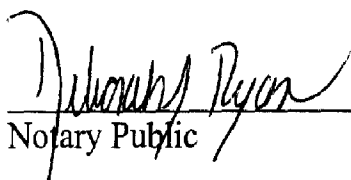
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SS West Chester, PA

County of Chester

On this 24th day of September, 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 is the *Senior Vice President* of **QVC, INC.**, a Delaware Corporation, the corporation described 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 he signed his name thereto by like order.

 (SEAL)
Notary Public

MY COMMISSION EXPIRES: 11/8/03

Notarial Seal
Deborah J. Ryan, Notary Public
West Goshen Twp., Chester County
My Commission Expires Nov. 8, 2003
Member, Pennsylvania Association of Notaries