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RECO U.S. Patent & TMO/TM Mail Rpt Dt. #74 TRADEMARKS UNIT



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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): LWI Holdings, Inc.

10/29/01

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

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

2. Name and address of receiving party(ies)

Name: HSN Improvements, LLC Internal Address: Street Address: 1 HSN Drive St. Petersburg City: State: FL Zip: 33729

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

Other Delaware Limited Liability Company

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: June 29, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,852,742 - IMPROVEMENTS

Additional number(s) attached Yes No

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

Name: Marie A. Lavalley, Esq. Internal Address:

Street Address: 1201 Pennsylvania Avenue, N.W. City: Washington State: DC Zip: 20004-2401

6. Total number of applications and registrations involved: 1

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 03-3412 Covington & Burling

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Marie A. Lavalley Name of Person Signing

M. Lavalley Signature

10-29-01 Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002393 FRAME: 0016



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**ASSIGNMENT OF MARKS**

U.S. Patent & TMO/TM Mail Rcpt Dt. #74

WHEREAS, LWI HOLDINGS, INC., a Delaware corporation (the "Assignor"), has adopted, used, and is using the marks identified in Schedule A attached hereto (the "Marks"), of which Assignor is the sole owner; and

WHEREAS, HSN IMPROVEMENTS, LLC, a Delaware Limited Liability Company located and doing business at 1 HSN Drive, St. Petersburg, Florida 33729 ("Assignee"), is desirous of acquiring said Marks;

WHEREAS, Assignor, Assignee, Hanover Direct, Inc., HSN LP, and HSN Catalog Services, Inc. have made and entered into an Asset Purchase Agreement (the "Purchase Agreement"), dated as of June 13, 2001, pursuant to which the Seller Parties (as defined in the Purchase Agreement) have agreed to sell to the Purchaser Parties (as defined in the Purchase Agreement) the assets of the Business (as defined in the Purchase Agreement), the Marks and the goodwill associated therewith being among those assets;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title, and interest in and to the said Marks, together with the goodwill of the business symbolized by the said Marks.

Assignor agrees to cooperate with Assignee and to execute and deliver all papers, instruments, and assignments as may be necessary to vest all right, title, and interest in and to the Marks in Assignee.

Dated as of June 29, 2001

LWI HOLDINGS, INC.

By: [Signature]  
Name: Brian Thomas  
Title: VP

SWORN TO AND SUBSCRIBED before me this 29<sup>th</sup> day of June, 2001.

[Signature]  
Notary Public

My commission expires \_\_\_\_\_

**SARAH HEWITT**  
**Notary Public, State of New York**  
**No. 31-4780180**  
**Qualified in New York County**  
**Commission Expires September 4, 2001**



**Schedule A**

**10-29-2001**

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #74

**UNITED STATES TRADEMARKS**

**1. DOMESTIC REGISTRATIONS**

<b>MARK</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
IMPROVEMENTS	1,852,742	September 6, 1994

**FOREIGN TRADEMARKS**

**1. FOREIGN REGISTRATIONS**

<b>MARK</b>	<b>REG. NO.</b>	<b>REG. DATE</b>	<b>COUNTRY</b>
IMPROVEMENTS & Device	765760	2/12/99	AUSTRALIA
IMPROVEMENTS	526954	4/25/00	CANADA
IMPROVEMENTS & Device	39839051	10/18/99	GERMANY
IMPROVEMENTS & Device	4409596	8/18/00	JAPAN
IMPROVEMENTS & Device	B294380	6/9/99	NEW ZEALAND
IMPROVEMENTS & Device	B294381	6/9/99	NEW ZEALAND
IMPROVEMENTS & Device	B294382	6/9/99	NEW ZEALAND
IMPROVEMENTS & Device	B294383	6/9/99	NEW ZEALAND
IMPROVEMENTS & Device	2170455	6/24/98	UNITED KINGDOM