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Form PTO-1594 (Rev. 03/01)

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10-29-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #7



OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

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

1. Name of conveying party(ies):
 Hanover Direct, 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 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)
76/255,643 - IMPROVEMENTS
76/255,943 - THE SAFETY ZONE

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Marie A. Lavalleye, 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: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 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. Lavalleye *M. Lavalleye* 10-29-01
 Name of Person Signing Signature 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

11/01/2001 LMUELLER 00000014 033412 76255643

01 FC:481 40.00 CH
 02 FC:482 25.00 CH

TRADEMARK
 REEL: 002393 FRAME: 0121



ASSIGNMENT OF MARKS

10-29-2001

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

WHEREAS, HANOVER DIRECT, 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;

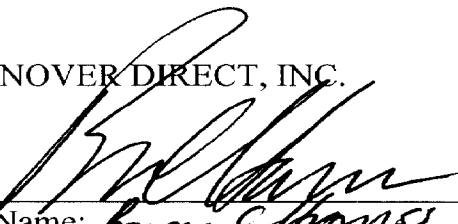
WHEREAS, Assignor, Assignee, LWI Holdings, Inc., HSN LP, and HSN Catalog Services, Inc. have made and entered into an Asset Purchase Agreement (the "Purchase Agreement"), dated as of June 13, 2001, pursuant to which the Seller Parties (as defined in the Purchase Agreement) have agreed to sell to the 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.

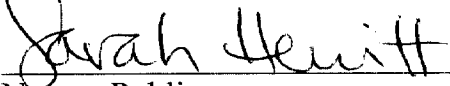
Assignor agrees to cooperate with Assignee and to execute and deliver all papers, instruments, and assignments as may be necessary to vest all right, title, and interest in and to the Marks in Assignee.

Dated as of June 29, 2001

HANOVER DIRECT, INC.

By: 
Name: Brian C. Pines
Title: VP & CFO

SWORN TO AND SUBSCRIBED before me this 29th day of June, 2001.



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 & TMOtc/TM Mail Rcpt Dt. #74

UNITED STATES TRADEMARKS

1. DOMESTIC TRADEMARK APPLICATIONS

MARK	APP. NO.	APP. DATE
IMPROVEMENTS	76/255,643	May 11, 2001
THE SAFETY ZONE	76/255,943	May 11, 2001