

Form PTO-1594
(Rev. 03/01)
OMB No. 0851-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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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 Virginia, Inc.

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: Scandia Down, LLC
Internal
Address: _____
Street Address: 5022 Hollins Road
City: Roanoke State: VA Zip: 24019

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: December 29, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75897132

B. Trademark Registration No.(s) 1,299,551
1,725,746
1,016,939

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Tamara Miller
Internal Address: Leydig, Voit & Mayer, Ltd.

Street Address: Two Prudential Plaza,
Suite 4900
City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 240
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-1216
(Please charge additional if required)
(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.

Tamara Miller
Name of Person Signing

Tamara Miller
Signature

1-15-02
Date

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

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

Additional Registration Numbers

MARK	REG. NO
ASCENSIA	1,269,223
ETHERIA	1,267,157
Miscellaneous Design (Goose Logo)	1,250,410
Miscellaneous Design (Goose Logo)	1,752,601
QUINTESSA	1,276,167

UNITED STATES

ASSIGNMENT

This Assignment Agreement is by and between Hanover Direct Virginia, Inc., a Delaware corporation, with a place of business at 5022 Hollins Road, Roanoke, Virginia 24019 USA ("Assignor"), and Scandia Down, LLC, a Delaware limited liability company, with a place of business at 115 River Road, Building 10, Edgewater, New Jersey 07020 USA ("Assignee").

WHEREAS, Assignor is the owner of certain trademark applications, registrations and common law marks listed in Exhibit A ("the Marks") by means of a merger;

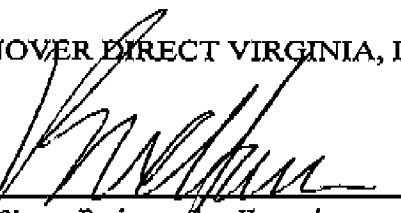
WHEREAS, Assignor has agreed to assign the Marks to Assignee and Assignee hereby accepts said assignment.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor assigns to Assignee all of Assignor's right, title, and interest in and to the Marks, including all common law rights, together with the goodwill symbolized by any use of those Marks, and the right to sue and recover for, and the right to profits or damages, due or accrued, arising out of or in connection with any and all past, present or future infringements or dilution of or damage or injury to the Marks or such associated goodwill.

IN WITNESS WHEREOF, this Assignment shall be binding and effective upon complete execution by the Parties

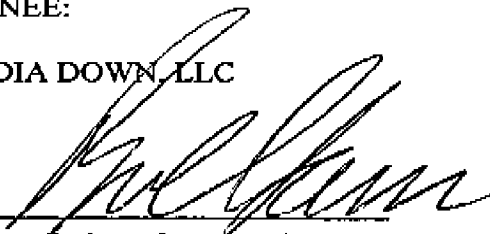
ASSIGNOR:

HANOVER DIRECT VIRGINIA, INC.

By: 
Name: Brian C. Harriss
Title: President
Date: December 29, 2001

ASSIGNEE:

SCANDIA DOWN, LLC

By: 
Name: Brian C. Harriss
Title: Vice President
Date: December 29, 2001

UNITED STATES

EXHIBIT A

Mark	Reg. No./ Appl. No.	Owner of Record	Present Owner via Merger
SCANDIA DOWN SHOPS & GOOSE DEVICE	1,299,551	Scandia Down Corporation	Hanover Direct Virginia, Inc.
SCANDIA DOWN	1,725,746	Scandia Down Corporation	Hanover Direct Virginia, Inc.
SCANDIA DOWN	1,016,939	Scandia Down Corporation	Hanover Direct Virginia, Inc.
QUINTESSA	1,276,167	Scandia Down Corporation	Hanover Direct Virginia, Inc.
MISCELLANEOUS DESIGN (GOOSE LOGO)	1,752,601	Scandia Down Corporation	Hanover Direct Virginia, Inc.
MISCELLANEOUS DESIGN (GOOSE LOGO)	1,250,410	Scandia Down Corporation	Hanover Direct Virginia, Inc.
ETHERIA	1,267,157	Scandia Down Corporation	Hanover Direct Virginia, Inc.
ASCENSIA	1,269,223	Scandia Down Corporation	Hanover Direct Virginia, Inc.
SCANDIA	75/897,132	Scandia Down Corporation	Hanover Direct Virginia, Inc.