

05-16-2002



102092693

To The Honorable Commissioner of

attached original document or copy thereof.

1. Name of conveying party(ies):

QVC, INC.
(Delaware Corporation)

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

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

3. Nature of conveyance:

- X Assignment
Merger
Security Agreement
Change of Name
Other

Execution Date: May 1, 2002

2. Name and address of receiving party(ies)

Name: QDirect Ventures, Inc.

Internal Address:

Street Address: 1200 Wilson Drive

City: West Chester State: PA Zip: 19380

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
X 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)

2,554,058

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

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

05/15/2002 6T0W11 00000223 030075 2554058

01 FC:481 40.00 CH

Total number of pages including cover sheet, attachments and document: 5

Signature

May 3, 2002

Date

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks; Box Assignments; Washington DC 20231

TRADEMARK REEL: 002507 FRAME: 0120

ASSIGNMENT

WHEREAS, **OVC, INC.**, a Delaware corporation having a place of business at 1200 Wilson Drive, West Chester, Pennsylvania 19380 (hereinafter "ASSIGNOR"), has adopted and has used the service mark consisting of a design of a television/shopping bag as set forth as Exhibit A attached hereto and incorporated herein; and is the proprietor of Certificate of Registration No. 2,554,058 for said design, registered on March 26, 2002 (the "MARK").

WHEREAS, for good and valuable consideration ASSIGNOR assigned and transferred to QDirect Ventures, Inc., a corporation organized under the laws of the State of Delaware and having a place of business at 1200 Wilson Drive, West Chester, Pennsylvania 19380, (hereinafter "ASSIGNEE") all of the right, title and interest of said ASSIGNOR in and to the MARK and any and all goodwill of the business associated with and symbolized by the MARK, and any other rights associated therewith; and

WHEREAS, it is the desire of ASSIGNOR and ASSIGNEE to record the assignment of said mark and the transfer to ASSIGNEE of the 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 the MARK, Certificate of Registration No. 2,554,058 and any and all goodwill of the business associated with and symbolized by the MARK, and any other rights associated therewith.

Included in this assignment are any and all rights which ASSIGNOR has against persons who have infringed upon the MARK and Certificate of Registration No. 2,554,058. These rights include the right to sue and recover for all damages and profits, if any, arising out of past infringement of the MARK and Certificate of Registration No. 2,554,058.

IN WITNESS WHEREOF, QVC, INC., has caused this Assignment to be signed by its Senior Vice President (title), Neal S. Grabell (name), thereunto duly authorized, and has caused its corporate seal to be hereunto affixed and duly attested this 1st day of May, 2002.

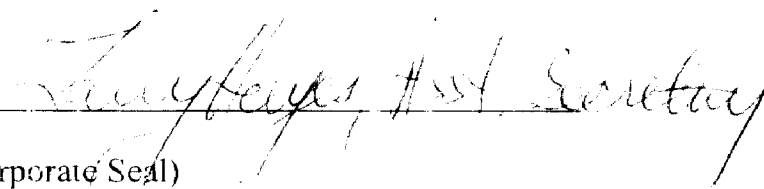
QVC, INC.

By: 

Name: Neal S. Grabell

Title: Senior Vice President

ATTEST:


(Corporate Seal)

Commonwealth of Pennsylvania

:
: SS *West Chester, PA*
:

County of Chester

On this 15th day of May, 2002, 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 he 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 that he signed his name thereto by like order.

William Ryan (SEAL)
Notary Public

MY COMMISSION EXPIRES: 11/8/03

53497

