

To The Honorable Commissioner of Patents and Trademarks

attached original document or copy thereof.

1. Name of conveying party(ies)

QVC, Inc. (Delaware Corporation)

OFFICE JUN 10 AM 9:01 FINANCE SECTION

6-18-02

- 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: May 30, 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, 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)

Certificate of Registration No. 1,944,642

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

June 10, 2002 Date

06/25/2002 DBYRNE 00000225 030075 Total number of pages including cover sheet, attachments and document: 4

01 FC:481 40.00 CH 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 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 QDIRECT and is the proprietor of Certificate of Registration No. 1,944,642 for said mark, registered on December 26, 1995 (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

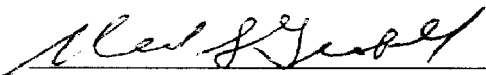
WHEREAS, it is the desire of ASSIGNOR and ASSIGNEE to record the assignment of said mark and the transfer to ASSIGNEE of the MARK.

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. 1,944,642 and any and all goodwill of the business associated with and symbolized by the MARK, and any other rights associated therewith.

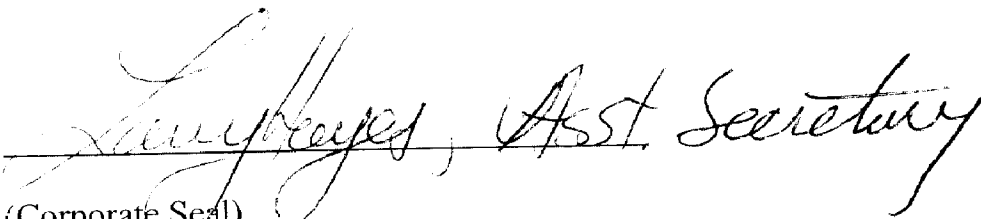
Included in this assignment are any and all rights which ASSIGNOR has against persons who have infringed upon the MARK and Certificate of Registration No. 1,944,642. These rights include the right to sue and recover for all damages and profits, if any, arising out of past infringement of the MARK and Certificate of Registration No. 1,944,642.

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 30th 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 30th 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.

Deborah J. Ryan (SEAL)
Notary Public

MY COMMISSION EXPIRES: 11/8/03

54074

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