



To The Honorable Commissio.

102346059

the attached original document or copy thereof.

1. Name of conveying party(ies):
QVC, INC.
(Delaware Corporation)

1.73.03

2. Name and address of receiving party(ies)

Name: ER Marks, Inc.

Internal Address:

Street Address: Suite 205B; Bancroft Bldg
3411 Silverside Road; Concord Plaza

City: Wilmington State: DE Zip: 19810

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

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

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

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:

- X Assignment Merger
Security Agreement Change of Name
Other

Execution Date: November 8, 2002

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

A) Trademark Application No.(s)

B) Trademark Registration No.(s)

2,580,157

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)

01/24/2003 LWJELLER 00000022 030075 2580157

DO NOT USE THIS SPACE

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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

January 16, 2003
Date

Total number of pages including cover sheet, attachments and document: 4

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 comprised of a design used in conjunction with the mark QVC BEAUTY as set forth on Schedule A which is attached hereto and incorporated herein; and is the proprietor of Certificate of Registration No. 2,580,157 for said mark, registered on June 11, 2002 (the "MARK").

WHEREAS, for good and valuable consideration ASSIGNOR desires to assign and transfer to ER MARKS, Inc., a corporation organized under the laws of the State of Delaware and having a place of business at Suite 205B, Second Floor Bancroft Building, Concord Plaza, 3411 Silverside Road, Wilmington, Delaware 19810, (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 further 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. 2,580,157 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. 2,580,157. 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. 2,580,157.

IN WITNESS WHEREOF, QVC, INC., has caused this Assignment to be signed by its Senior Vice President, Neal S. Grabell, thereunto duly authorized, and has caused its corporate seal to be hereunto affixed and duly attested this 5th day of November, 2002.

QVC, INC.

By: 

Name: Neal S. Grabell

Title: Senior Vice President

ATTEST:

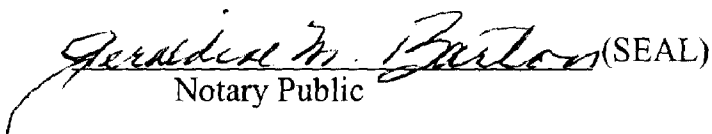
  
(Corporate Seal)

SCHEDULE A



Commonwealth of Pennsylvania :  
: SS  
County of Chester :

On this \_\_\_\_\_ day of \_\_\_\_\_ November \_\_\_\_\_, 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.

 (SEAL)  
Notary Public

MY COMMISSION EXPIRES:

Notarial Seal  
Geraldine M. Barton, Notary Public  
West Goshen Twp., Chester County  
My Commission Expires July 23, 2005  
Member, Pennsylvania Association of Notaries

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