

RECORDATION FORM COVER
TRADEMARKS ONLY

06-25-2003

(Rev. 6-9 3)



OFFICE OF PUBLIC RECORDS

102482142

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

2003 JUN 23 PM 3:47

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

FINANCE SECTION

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)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other _____

b-23-03

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

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- 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

Execution Date: June 26, 2002

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

A) Trademark Application No.(s)

B) Trademark Registration No.(s)

2,619,544

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:

CAESAR, RIVISE, BERNSTEIN,
COHEN & POKOTILOV, 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 18, 2003
Date

06/24/2003 LMUELLER 00000053 030075 2619544

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

01 FC:0521 40.00 DA

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

TRADEMARK
REEL: 002767 FRAME: 0520

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS ("Assignment") is made as of June 26, 2002, by QVC, INC., a Delaware corporation ("Assignor"), in favor of QDIRECT VENTURES, INC., a Delaware corporation ("Assignee").

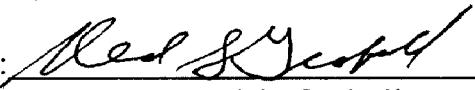
Assignor, the owner of the trademarks identified on Schedule 1 attached hereto (collectively, the "Trademarks"), wishes to assign the Trademarks to and Assignee desires to have the Trademarks assigned to it.

ACCORDINGLY, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor grants, assigns and conveys to Assignee all right, title and interest in and to the Trademarks which may be secured under the laws now or hereafter in force and effect in the United States or in any country throughout the world, together with the goodwill of the business symbolized by the Trademarks and all registrations thereof and pending registration applications with respect thereto.

The foregoing assignment is made on an "as is" basis and without any representations or warranties whatsoever.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed on the date first written above.

QVC, INC.

By: 
Name: Neal S. Grabell
Title: Senior Vice President

ACKNOWLEDGEMENT

COMMONWEALTH OF PENNSYLVANIA

:
:
:

SS *West Chester, PA*

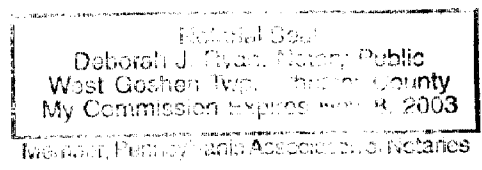
COUNTY OF CHESTER

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 11th day of June, 2003, personally appeared Neal S. Grabell, to me known personally, and who, being by me duly sworn, deposes and says that he is the Senior Vice President of QVC, Inc., a Delaware corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged said instrument to be the free act and deed of said corporation.

Deborah Ryan

Notary Public

My Commission Expires: 11/8/03



SCHEDULE 1

MARK	SERIAL NO.	FILING DATE
MR. REBOUNDER	RN 2619544	9/17/02

INTERNATIONAL TRADEMARKS

URBAN REBOUNDING (Brazil)	823863948	5/2/2001
URBAN REBOUNDING (Canada)	1101424	5/1/2001
URBAN REBOUNDING (European Union)	2197135	4/27/2001
URBAN REBOUNDING (Japan)	2001-42627	5/10/2001
URBAN REBOUNDER (Brazil)	823863956	5/2/2001
URBAN REBOUNDER (Canada)	1101422	5/1/2001
URBAN REBOUNDER (European Union)	2197028	4/27/2001
URBAN REBOUNDER (Japan)	2001-42626	5/10/2001
URBAN REBOUNDING & DESIGN (Brazil)	823863913	5/2/2001
URBAN REBOUNDING & DESIGN (Canada)	1101423	5/1/2001
URBAN REBOUNDING & DESIGN (European Union)	2197119	4/27/2001
URBAN REBOUNDING & DESIGN (Japan)	2001-42628	5/10/2001

62814

Assignment/QVC, Inc. - QDirect Ventures, Inc.

RECORDED: 06/23/2003

TRADEMARK
REEL: 002767 FRAME: 0523