

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ValueVision Media, Inc.		11/17/2010	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Crystal Financial LLC, as Agent
Street Address:	Two International Place
Internal Address:	17th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	2247569	VALUEPAY
Registration Number:	2348529	VALUEVISION
Registration Number:	2929420	REAL CHEF
Registration Number:	2960383	REAL CHEF
Registration Number:	2989924	VAN BELINGER COLLECTION
Registration Number:	2994975	PAMELA MCCOY
Registration Number:	3040262	18 KARAT ELEGANCE
Registration Number:	3206874	
Registration Number:	3244187	NEW YORK COLLECTION
Registration Number:	3246507	WEEK IN REVIEW
Registration Number:	3363066	RED CARPET CARE
Registration Number:	3365166	BRILLIANTE
Registration Number:	3428030	OUR TOP VALUE

CH \$890.00 2247569

Registration Number:	3506379	GALERIE DE BIJOUX
Registration Number:	3529022	BE GOOD TO YOURSELF
Registration Number:	3584511	BEVERLY HILLS ELEGANCE
Registration Number:	3588909	GEM TREASURES
Registration Number:	3587971	QUICKBUY
Registration Number:	3818355	ENCHANTMENT
Registration Number:	3806942	925 FUSION
Registration Number:	3780979	DREAM OAKS
Registration Number:	3867689	SICURO
Registration Number:	3867309	VALUESHIPPIING
Serial Number:	85029507	VIVANTAGE
Serial Number:	85010366	SICURO
Serial Number:	85010338	SICURO
Serial Number:	85074558	BELITA
Serial Number:	85056282	SHOPVVN
Serial Number:	85056266	SHOPYLN
Serial Number:	85056252	SHOPYES
Serial Number:	85056243	SHOPHQ
Serial Number:	85056224	SHOPYSN
Serial Number:	85091434	VVTV
Serial Number:	78856803	PAMELA MCCOY REVE
Serial Number:	77873688	TODAY'S TOP VALUE

CORRESPONDENCE DATA

Fax Number: (703)519-1821
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7034151555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 1725 Duke Street
Address Line 2: Suite 530
Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	1011805
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/

Date:

12/20/2010

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

November 17, 2010

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, VALUEVISION MEDIA, INC., a Minnesota corporation (the "Grantor") with principal offices at 6740 Shady Oak Road, Eden Prairie, Minnesota 55344, hereby grants to CRYSTAL FINANCIAL LLC, as Agent, with offices at Two International Place, 17th Floor, Boston, Massachusetts 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other Pledgors from time to time party thereto and the Grantee, dated as of November 17, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

VALUEVISION MEDIA, INC., as Grantor.

By: William J. McCrath
Name: William J. McCrath
Title: Chief Financial Officer

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 004437 FRAME: 0408

CRYSTAL FINANCIAL LLC,
as Agent and as Grantee

By: 

Name: Joshua B. Franklin

Title: Managing Director

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 004437 FRAME: 0409

SCHEDULE A**Grantor Marks**

<u>Mark</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>	<u>Serial No.</u>	<u>Registration Date</u>
ValuePay	02/25/1998	Registered	2247569	75442405	05/25/1999
ValueVision	05/12/1999	Registered	2348529	75703479	05/09/2000
Real Chef	06/19/2003	Registered	2929420	76524204	03/01/2005
Real Chef	06/19/2003	Registered	2960383	76524205	06/07/2005
Van Belinger Collection	08/23/2001	Registered	2989924	76304202	08/30/2005
Pamela McCoy ¹	07/09/2004	Registered	2994975	78448564	09/13/2005
Pamela McCoy Reve ²	04/07/2006	Filed	2994975 ²	78856803	N/A
18 Karat Elegance	04/16/2004	Registered	3040262	78403078	01/10/2006
(Spiral Design) (Pamela McCoy) ²	05/12/2005	Registered	3206874	78628533	02/06/2007
New York Collection	01/26/2006	Registered	3244187	78800195	05/22/2007
Week in Review	12/09/2005	Registered	3246507	78770452	05/29/2007
Red Carpet Care	04/30/2003	Registered	3363066	78243766	01/01/2008
Brilliant	04/26/2007	Registered	3365166	77166704	01/08/2008
Our Top Value	06/08/2004	Registered	3428030	78431891	05/13/2008
Galerie de Bijoux & Design	04/16/2004	Registered	3506379	78403349	09/23/2008
Be Good to Yourself	07/12/2004	Registered	3529022	78449143	11/04/2008
Beverly Hills Elegance	04/16/2004	Registered	3584511	78403329	03/03/2009
Gem Treasures	04/16/2004	Registered	3588909	78403277	03/10/2009
QuickBuy	06/13/2007	Registered	3587971	77204722	03/10/2009
Enchantment	01/22/2010	Registered	3818355	77917696	07/13/2010
925 Fusion	11/12/2009	Registered	3806942	77871489	06/22/2010
Dream Oaks	09/16/2009	Registered	3780979	77827786	04/27/2010
Vivantage	05/04/2010	Filed	N/A	85029507	N/A
Sicuro	04/09/2010	Filed	N/A	85010366	N/A
Sicuro	04/09/2010	Filed	N/A	82010338	N/A
Sicuro	04/09/2010	Filed	3867689	85010284	10/26/2010
Belita	06/30/2010	Filed	N/A	85074558	N/A
ShopVVN	06/07/2010	Filed	N/A	85056282	N/A
ShopYLN	06/07/2010	Filed	N/A	85056266	N/A
ShopYES	06/07/2010	Filed	N/A	85056252	N/A
ShopHQ	06/07/2010	Filed	N/A	85056243	N/A
ShopYSN	06/07/2010	Filed	N/A	85056224	N/A
VVTV	07/23/2010	Filed	N/A	85091434	N/A
ValueShipping	03/22/2010	Filed	3867309	77965245	10/26/2010
Today's Top Value	11/16/2009	Filed	3428030 ³	77873688	N/A

¹ Mark owned pursuant to and subject to that certain License Agreement, dated December 11, 2008, among Grantor, Tiger J, LLC and Ms. Pamela McCoy.

² Prior Registration.