

02-10-1999



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 2-8-99

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
1 28 1999

Conveying Party Mark if additional names of conveying parties attached

Name Hanover Catalog Holdings, Inc. Execution Date
Month Day Year
1 28 1999

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of receiving parties attached

Name LWI Holdings, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 23297 Commerce Park Road

Address (line 2) _____

Address (line 3) Beachwood Ohio 44122
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

02/09/1999 DNGUYEN 00000196 1852742

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 1852 FRAME: 0605

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(212) 827-4774

Name

Stephen J. Quigley, Esq.

Address (line 1)

Brown Raysman Millstein Felder & Steiner LLP

Address (line 2)

120 West Forty-Fifth Street

Address (line 3)

New York, New York 10036

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

1

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,852,742	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

02-4270

Authorization to charge additional fees:

Yes

No

Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

STEPHEN J. QUIGLEY

Name of Person Signing

Stephen Quigley

Signature

2/4/99

Date Signed

ASSIGNMENT

WHEREAS, Hanover Catalog Holdings, Inc. ("Assignor"), a corporation organized and existing under the laws of the State of Delaware, with a place of business at c/o Hanover Direct, Inc., 1500 Harbor Boulevard, Weehawken, New Jersey 07087, has adopted for its business the trademark IMPROVEMENTS, which mark is the subject of United States Patent and Trademark Office Registration No. 1,852,742 (the "Mark"); and

WHEREAS, LWI Holdings, Inc. ("Assignee"), a Delaware corporation, with a place of business at 23297 Commerce Park Road, Beachwood, Ohio 44122, desire the Mark and the goodwill of the business associated therewith.

NOW, THEREFORE, in consideration of and in exchange for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee the entire right, title and interest in and to the Mark, together with the goodwill of the business symbolized thereby, and the U.S. registration thereof, No. 1,852,742 and the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to said Mark or the registrations thereof or such associated goodwill.

Executed at New York, New York

Hanover Catalog Holdings, Inc.

this 28th day of January, 1999

By: Sarah Hewitt
Name: Sarah Hewitt
Title: Assistant Secretary