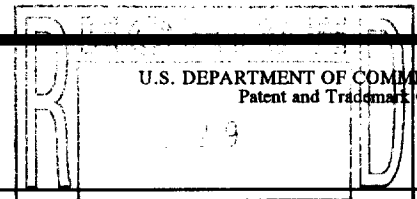


08-02-1999



101106208



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

1. Name of conveying party(ies):  
**ALLIED MARKETING GROUP, INC.** *MRO*  
*7-2999*

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - State of Delaware  
 Other \_\_\_\_\_

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

1. Name and address of receiving party(ies):  
 Name: SOLODIRECT, INC.  
 Internal Address: \_\_\_\_\_  
 Street Address: 9203 Chancellor Row  
 City: Dallas State Texas ZIP: 75247

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State of Texas  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes                       No  
 (Designation must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: April 30, 1999

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

A. Trademark Application No.(s)  
75/672,953  
75/672,954

B. Trademark registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Russell N. Rippamonti  
Jenkins & Gilchrist, P.C.  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 1445 Ross Avenue, Ste. 3200  
 City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed  
 Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*

Russell N. Rippamonti                      *Russell Rippamonti*                      *July 26, 1999*  
 Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: 3

07/30/1999 DMGUYEN 00000343 75672953

FC:481                      40.00 DP  
 FC:482                      25.00 DP

Dallas2 603325 v 1, 06039.00600

TRADEMARK REEL: 001937 FRAME: 0075

**TRADEMARK ASSIGNMENT**

THIS ASSIGNMENT is effective as of the 30th day of April 1999, between Allied Marketing Group, Inc. ("Assignor") and SoloDirect, Inc. ("Assignee").

WHEREAS, ASSIGNOR, a Delaware corporation having a principal place of business at 1555 Regal Row, Dallas, Texas 75247, has adopted and intends to use the trademarks listed on Exhibit A attached to and incorporated in this Assignment (hereinafter referred to as the "Marks") that are the subject of applications for trademark registration pending with the U.S. Patent and Trademark Office, as indicated on Exhibit A (hereinafter collectively referred to as the "Applications"); and

WHEREAS, ASSIGNEE, a Texas corporation, having a principal place of business at 9203 Chancellor Row, Dallas, Texas, is desirous of acquiring said Marks, the Applications for registration, registrations to issue thereof, and the goodwill of the business associated with said Marks; and

WHEREAS, ASSIGNOR is transferring to ASSIGNEE certain assets whereby ASSIGNEE is acquiring from ASSIGNOR, and thereby becoming the successor to, the portion of ASSIGNOR'S business to which the Marks pertain, which business is ongoing and existing; and

WHEREAS, in light of the foregoing, the parties acknowledge that this Assignment is intended to effectuate an assignment to ASSIGNEE of all rights in and to the said Marks, the Applications for registration, registrations to issue thereof, and the goodwill of the business associated with such Marks.

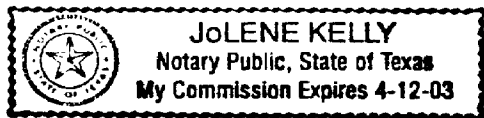
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign unto the said ASSIGNEE all rights, title and interest in and to the said Marks together with the goodwill of the business symbolized by the Marks, the Applications for registration and the registrations to issue thereof.

ALLIED MARKETING GROUP, INC.

By: Linda K. Hill  
Name: Linda K. Hill  
Title: Treasurer

STATE OF TEXAS §  
§  
COUNTY OF DALLAS §

Linda K. Hill personally appeared before me, and being first duly sworn declared that she signed the assignment in the capacity designated, and further states that she has read the above assignment, and the statements therein contained are true.



JoLene Kelly  
Notary Public in and for the State of Texas

My Commission Expires:  
4-12-03

JOLENE KELLY  
Printed Name

**EXHIBIT A**

<b><u>Mark</u></b>	<b><u>Serial/Reg. No.</u></b>	<b><u>Filing/Reg. Date</u></b>
PORTERO	75/672,953	April 1, 1999
PORTERO	75/672,954	April 1, 1999