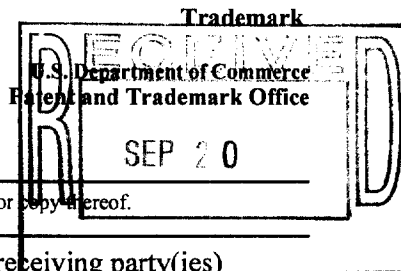


09-23-1999



RECORDED

101152687
TRADEMARKS ONLY



MED 9-20-99

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

1. Name of conveying party(ies):
BuyItNow, Inc.
 Individual(s)
 General Partnership Association
 Corporation-State Limited Partnership
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 20, 1999

2. Name and address of receiving party(ies)
Name: BuyItNow.com L.L.C.

Internal Address: _____

Street Address: 8321 East 61st Street, Suite 210

City: Tulsa State: OK ZIP: 74133

Individual(s)
 General Partnership Association
 Corporation-State Limited Partnership
 Other L.L.C. - Delaware

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached continuation sheet.

Additional numbers attached? Yes No

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

Name: Phillip L. Free, Jr.

Internal Address: _____

Street Address: CROWE & DUNLEVY

20 North Broadway, Suite 1800

City: Oklahoma City State: OK Zip: 73102

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$ 280.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 13-0110
(if additional fees required)

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.

Phillip L. Free, Jr.

Phil Free Jr.
Registration No. 38,143

Name of Person Signing

Signature

September 20, 1999

Date

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

09/22/1999 NTHA11 00000267 2213881 Mail documents to be recorded with required cover sheet information:

Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
150.00 OP

(Form PTO -- 1595 - Recordation Form Cover Sheet [16-5] - page 1 of 1)

000004785
09/22/1999
Refund Ref: 09/22/1999
CHECK Refund Total: \$90.00

TRADEMARK
REEL: 001963 FRAME: 0499

CONTINUATION SHEET ITEM 4

Assignment from BuyItNow, Inc.
to BuyItNow.com L.L.C.

I. Trademark Registrations

Mark	Serial Number	Registration No.	Issue Date
CITYSURF	75/279,666	2,213,881	December 29, 1998

II. Trademark Applications

Mark	Serial Number	Date Filed
ACCUSEARCH	75/142,834	July 31, 1996
CHANGING THE WAY PEOPLE SHOP!	75/570,616	October 28, 1998
E-REP	75/570,614	October 28, 1998
3PAY	75/591,960	December 3, 1998
WEBPLAZA	75/591,961	December 3, 1998
BUYITNOW	75,530,813	August 4, 1998

ASSIGNMENT

Whereas, BuyItNow, Inc., an Oklahoma corporation, located and doing business at 8321 East 61st Street, Suite 210, Tulsa, Oklahoma 74133 is the owner of certain trademarks for which registration certificates have been issued by the U. S. Patent and Trademark Office; said trademarks and registrations are identified on the attached Schedule A by Mark, Application Serial No., Registration No., and Issue Date; and

Whereas, ASSIGNOR has adopted and used trademarks, or has a bona fide intent to use the marks in commerce, for which it has filed applications for registration in the U. S. Patent and Trademark Office, said pending trademark applications being identified on the attached Schedule A by Mark, Application Serial No., and Filing Date; and

Whereas, ASSIGNOR is the sole owner (and has the right to use same in interstate commerce) of the trademarks, the pending applications and registration certificates identified on the attached Schedule A; and

Whereas, BuyItNow.com L.L.C., a Delaware limited liability company, located and doing business at 8321 East 61st Street, Suite 210, Tulsa, Oklahoma 74133, is desirous of acquiring said marks, applications and registrations;

Now, therefore, in consideration of and in exchange for the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does sell, assign, transfer and set over to ASSIGNEE the entire right, title and interest in and to said trademarks and the goodwill of the business associated with the marks, including the certificates of registration and the applications for registration thereof, together with all claims for damages by reason of past infringement of said trademarks with the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

And ASSIGNOR hereby authorizes and requests the Commissioner of Patents and Trademarks to issue any and all Certificates of Registration when issued on the pending applications to said ASSIGNEE, and ASSIGNOR hereby covenants that it has full right to convey the interest herein assigned, and that it has not executed and will not execute any agreement in conflict herewith.

This Assignment is executed at Tulsa, Oklahoma effective as of the 7th day of June, 1999.

BuyItNow, Inc., an Oklahoma corporation,

By: Randy Jo Wilcox
Randy Jo Wilcox
Chief Operating Officer

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

This instrument was acknowledged before me on the 17th day of September, 1999 by Randy Jo Wilcox, Chief Operating Officer of BuyItNow, Inc., an Oklahoma corporation, on behalf of said corporation.

Melissa Hareh
Notary Public

My Commission Expires:

5/2000

SCHEDULE A
Assignment from BuyItNow, Inc.
to BuyItNow.com L.L.C.

I. Trademark Registrations

Mark	Serial Number	Registration No.	Issue Date
CITYSURF	75/279/666	2,213,881	December 29, 1998

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