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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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DBA/AKA/TA

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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

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Number of Properties

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Fee Amount for Properties Listed (37 CFR 3:41):

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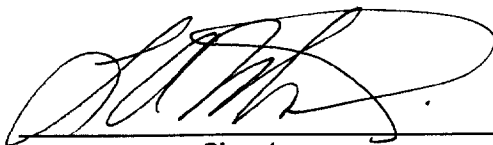
No

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.

Lee Ann Wheelis

Name of Person Signing



Signature

2/29/00

Date Signed

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT ("Assignment") is made by and between PCs Compleat, Inc., a Delaware corporation ("Compleat"), and CompUSA Net.com Inc., a Delaware corporation ("Net.com").

WHEREAS, CompUSA Inc., a Delaware corporation ("CompUSA"), is the sole stockholder of Compleat; and

WHEREAS, Compleat is the sole stockholder of Net.com; and

WHEREAS, CompUSA, Compleat and Net.com have adopted a plan of restructuring (the "Plan"), pursuant to which Compleat will be merged into CompUSA; and

WHEREAS, the parties intend that the transactions to be effected pursuant to the Plan will collectively constitute a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, in connection with the Plan, Compleat desires to contribute all of its assets to Net.com and Net.com desires to assume any liabilities and obligations of Compleat;

NOW, THEREFORE, in consideration of the foregoing premises, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Compleat and Net.com hereby agree as follows:

1. **Assignment.** Compleat, holder of all of the outstanding capital stock of Net.com, and the owner of an undivided interest in those assets listed on Schedule A attached hereto (the "Assets"), hereby assigns to Net.com all of its right, title and interest in the Assets as an additional contribution to capital.

2. **Assumption.** Net.com hereby assumes and agrees to pay, perform, satisfy or discharge, as applicable, all liabilities and obligations of Compleat that, but for this Assignment, were to have been observed or performed by Compleat after the date hereof.

Executed as of 12:01 a.m. on the 28TH day of March, 1999.

PCs Compleat, Inc.

By: Mark R. Walker
Name: Senior VP - General Counsel
Title: MARK R. WALKER

AGREED TO AND ACCEPTED
as of the date first written above:

CompUSA Net.com Inc.

By: R. Stephen Polley
Name: R. STEPHEN POLLEY
Title: CHIEF EXECUTIVE OFFICER

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EXHIBIT A

All assets and properties of every kind, character, and description, whether tangible, intangible, real, personal, or mixed, and wherever located, that are owned by Compleat or in which Compleat has any right, title or interest, including without limitation machinery, equipment, leasehold interests, furniture, fixtures, inventory, intellectual property, product registrations and permits, contracts and contract rights, leases, existing contracts for goods and services to be provided, customer and supplier data, goodwill, cash and accounts receivable.

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