

MRLD 7/24/00

09-11-2000



TRADEMARKS ONLY

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To the Honorable Com. 101453260 and Trademarks:

Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest
Consolidated Property Holdings, Inc.

Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Nevada
 Other _____

Additional name(s) of conveying party(ies) attached:
 yes no

2. Name and Address of Party(ies) receiving an interest:

1 Address: Retail Convergence, Inc.
 Address: 40 Broad Street
Boston
MA 02109

Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Citizenship _____

3. Description of the interest conveyed:
 Assignment Change of Name Other
 Security Agreement Merger

Date of execution of attached document July 12, 2000

If not domiciled in the United States, a domestic representative designation is attached:
 yes no

(The attached document must not be an assignment)
 Additional name(s) and addresses attached: yes no

4. Application number(s) or registration number(s) Additional sheet attached? yes no

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,615,232

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

Name: Gailyc C. Sonia
 Address: Hutchins, Wheeler & Dittmar
101 Federal Street
 City: Boston
 State/Zip: MA 02110

6. Number of applications and registrations involved: 1

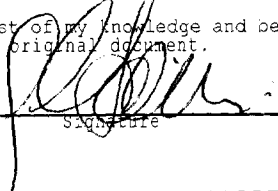
7. The \$40.00 filing fee is enclosed.

8. Please charge the \$ _____ filing fee to Deposit Account No. _____ (duplicate copy of this page attached)

9. Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 50-1137

DO NOT USE THIS SPACE

10. 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.

Gailyc C. Sonia  7/21/00
 Name of person signing Signature Date

Total number of pages comprising coversheet: 1

rev. 10/1993

09/11/2000 MTHA11 00000051 1615232
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TRADEMARK REEL: 002131 FRAME: 0449

TRADEMARK ASSIGNMENT

WHEREAS, Consolidated Property Holdings, Inc., a corporation of the State of Nevada (hereinafter referred to as "Assignor"), having offices at 2835 S. Jones Boulevard, Suite 8, Las Vegas, Nevada 89146 owns and has adopted and used in its business the trademark SMART BARGAINS FOR SMART SHOPPERS ("the Mark") in connection with retail discount department store services, and is the owner of United States Trademark Registration Number 1,615,232 for the Mark (the "Registration");

WHEREAS, Assignor owns an Alabama state trademark registration for the Mark in connection with retail discount department store services Registration Number 104579, registered on May 29, 1990, an Arizona state trademark registration for the Mark in connection with retail discount department store services Registration No. 27475 registered on June 12, 1989, and a Georgia state trademark registration for the Mark in connection with retail discount department store services Registration Number S9331, registered July 13, 1989 (hereinafter collectively the "State Registrations");

WHEREAS, Retail Convergence, Inc., a corporation of the State of Delaware (hereinafter referred to as "Assignee"), is desirous of acquiring the Mark, the Registration, the State Registrations, and the goodwill of the business connected with the use of and symbolized by the Mark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, and transfer to Assignee, its successors and assigns, the entire right, title, and interest in and to the Mark, the Registration, and the State Registrations, together with the goodwill of the business connected with the use of and symbolized by the Mark.

Assignor agrees that upon request it will, without charge to Assignee, execute or arrange for execution of such other further assignment document or documents as may be required, if any, from Assignor and its predecessor or predecessors in title, to permit Assignee to obtain recording of the Assignment to Assignee of the Mark, the Registration, and the State Registrations.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed on the day and year set forth below, this Assignment to be effective as of ~~June 12~~ ^{July}, 2000.

CONSOLIDATED PROPERTY HOLDINGS, INC.

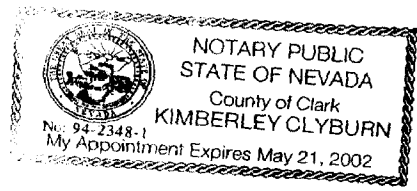
By: *[Signature]*
Title: VICE PRESIDENT

State of Nevada)
) ss:
County of Clark)

On this 12th day of ~~June~~ ^{July} 2000, before me, a Notary Public in and for the above-named County and State, did personally appear the above-named Charles W. Harrel, known to me, and acknowledged the execution of the foregoing document as a free act and deed for the purposes set forth herein.

Kimberley Clyburn
Notary Public

My Commission Expires: May 21, 2002



Certificate of Mailing

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as First Class mail in an envelope addressed to: Box Responses - No Fee, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on July 21, 2000.

Name of Person Signing Certificate: Raymond P. Baright

Signature: Raymond P. Baright

Date of Signing: 7/21/00