



481-40 982-28

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

1. Name of conveying party(ies): **MLP 9-21-00**
LTM Holdings, Inc.

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State of Virginia
 Other _____

Additional names(s) of conveying party(ies) attached Yes No

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

Execution Date: November 30, 1999

2. Name and address of receiving party(ies)
Name: **LTM Company, L.P.**
Internal Address: **Suite 220**
Street Address: **207 Granby Street**
City: **Norfolk** State: **VA** Zip: **23510**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Virginia
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

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

4. Application numbers(s) or patent numbers(s):
A. Trademark Application No.(s)
75/698,038

B. Trademark Registration No.(s)
2,156,403

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Christopher P. Bussert**
Internal Address: **Kilpatrick Stockton, LLP**
Suite 2800
Street Address: **1100 Peachtree Street**
City: **Atlanta** State: **GA** Zip: **30309-4530**

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
The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number: _____

09/21/2000 DNGUYEN 00000455 75698038

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.
Christopher P. Bussert September 20, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **8**

**BILL OF SALE, ASSIGNMENT
AND ASSUMPTION AGREEMENT**

THIS BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT ("Agreement") is made effective as of 12:01 a.m. on November 30, 1999 by and between LTM Holdings, Inc., a Virginia corporation ("Assignor"), and LTM Company, L.P., a Virginia limited partnership ("Assignee").

RECITALS

A. Pursuant to the merger of CarScene.com, Inc. ("CarScene") with and into Assignor, effective as of November 29, 1999, Assignor succeeded to the ownership of all of the assets used by CarScene in the operation of its business and all of the liabilities of CarScene.

B. The parties hereto desire that (a) Assignor, the sole general partner of Assignee, contribute all of the assets it received in the merger (the "Contributed Assets") to the capital of Assignee and (b) Assignor assign and Assignee assume all of CarScene's liabilities (the "Assumed Liabilities").

AGREEMENT

NOW, THEREFORE, for and in consideration of ten dollars (\$10.00), the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignor hereby assigns, transfers and contributes to the capital of Assignee, and Assignee hereby accepts the contribution of, all of the Contributed Assets, including, without limitation, those listed on Exhibit A attached hereto.


2. In connection with the contribution of the Contributed Assets, Assignee hereby assumes and agrees to pay, perform and discharge all of the Assumed Liabilities.

3. The assignment of the Contributed Assets to and assumption of the Assumed Liabilities by Assignee shall be effective as of 12:01 a.m. on November 30, 1999.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its duly authorized officer as of the 30th day of November, 1999.

LTM COMPANY, L.P., a Virginia limited
partnership

By: LTM Holdings, Inc., a Virginia
corporation, general partner

By: 
Richard F. Barry, III,
President

LTM HOLDINGS, INC., a Virginia corporation

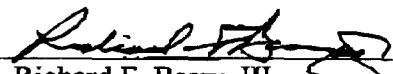
By: 
Richard F. Barry, III,
President

EXHIBIT A

Contributed Assets

The Contributed Assets to be transferred to Assignee shall include all of the assets of CarScene immediately prior to its merger with and into Assignor, including, without limitation, the following:

Trade Receivables

Prepaid Expenses

Furniture, Fixtures and Equipment (see attached list)

Software (see attached list)

Contracts (see attached list)

Trademarks, Copyrights and other Intellectual Property (see attached list)

Domain Names (see attached list)

The benefit of the Selling Parties' obligations under that certain Asset Purchase Agreement, dated as of April 14, 1999, by and among Landmark Interactive Sales, Inc., Net-A-Car and its partners.

The benefit of the Selling Parties' obligations under that certain Noncompetition Agreement, dated as of April 14, 1999, by and among Landmark Interactive Sales, Inc., Net-A-Car and its partners, and Davis & Associates.

Goodwill

Office Inventory and Supplies

Furniture, Fixtures and Equipment

Cubicles - 18
Desks - 3
Net-a-Car furniture
Phaser 840 color printer
Poweredge webserver
Network hub
Development server
File server
Dell Pent II
Dell Pent II
Dell Celeron
Dell Inspiron 3500 laptop
Dell Inspiron 3500 laptop
Dell Pent
Dell Inspiron notebook
Dell dimension pent
Computer w/ 17" monitor
Computer w/ 15" monitor
Dell dimension 400
Dell 800F series
Laptop
1996 computer (Net-a-car)
1996 computer other (Net-a-car)
1997 computer (Net-a-Car)
1998 computer (Net-a-Car)
1999 computer (Net-a-Car)
Computer upgrades (Net-a-Car)
1997 copier (Net-a-Car)
Copier/fax (Net-a-Car)
560 laser fax
NVM voice mail system
Display phones (8)
Phone system installation

Software

Net-A-Car software
Oracle software
Open Site software
Cold Fusion software

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Contracts

1. Promotional Agreement between Carlisle Productions and CarScene.com, Inc., dated July 28, 1999.
2. Alliance and Referral Fee Agreement between Trade Safe Online Corporation and Landmark Interactive Sales, Inc., dated June 8, 1999.
3. Agreement (for development of online catalog of Easthill products) between Easthill Group, Inc. and CarScene.com, Inc., dated August 16, 1999.
4. Consulting Agreement with Bob Lichty
5. Services Agreement with Bob Hembree
6. Business Internet Service Agreement between Intermedia Communications and Landmark Interactive Sales, Inc., dated March 12, 1999.
7. Agreement of Lease between The Lonsdale Corporation, Landmark Communications, Inc. and The Moran Real Estate Group, Inc., dated March 15, 1999.
8. Noncompetition Agreement among Landmark Interactive Sales, Inc., Net-A-Car, David A. Davis, Mary Jolene Davis, James E. Hall and Davis & Associates dated April 14, 1999.
9. License Agreement between Landmark Interactive Sales, Inc. and Brian Davis dated April 14, 1999.
10. Electronic Commerce Services Agreement between NetSales, Inc. and CarScene.com, dated August 13, 1999, as amended by that Amendment and Assignment of Electronic Commerce Services Agreement among NetSales, Inc., CarScene and Trader Publishing Company, dated November 29, 1999.

Intellectual Property

Federal Trademark Registration for "NET-A-CAR" (Registration No. 2,156,403).

Federal Trademark Registration for "CARSCENE" (trademark application filed).

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11/8/99

Domain Names

Antiquecarscene.com
 Antiqueandclassiccars.com
 Antiquercarsforsale.com
 Automobilesites.com
 Belairscene.com
 Belairforsale.com
 Boatscene.com
 Britishcarscene.com
 Britishcarsforsale.com
 Buickscene.com
 Buickcarsforsale.com
 Cadillacscene.com
 Cadillacforsale.com
 Camaroscene.com
 Camarosforsale.com
 Car-buff.com
 Carscene.com
 Carscene.net
 Carscene.org
 Carseen.com
 Carseen.org
 Carseen.net
 Carscreensaver.com
 Chevellescene.com
 Chevelforsale.com
 Chevyscene.com
 Chevysforsale.com
 Chryslerscene.com
 Classiccarscene.com
 Classiccarsforsale.com
 Classicsforsale.com
 Cobrascene.com
 Convertiblescene.com
 Corvairscene.com
 Corvettescene.com
 Dodgescene.com
 Fairlanescene.com
 Fairlaneforsale.com
 Firebirdscene.com
 Firebirdsforsale.com
 Fordscene.com
 Fordsforsale.com
 Galaxiescene.com
 Galaxieforsale.com
 Germancarscene.com
 Germancarsforsale.com
 Gtoscene.com
 GTOsforsale.com
 Hotrodscene.com
 Hotrodsforsale.com

Jaguarscene.com
 Jaguarsforsale.com
 kitcarscene.com
 Kitcarsforsale.com
 lincolnscene.com
 Lincolnsforsale.com
 mercedescene.com
 mercuryscene.com
 Mercedesforsale.com
 Mercurysforsale.com
 modelascene.com
 modeltscene.com
 ModelAcarsforsale.com
 ModelTsforsale.com
 montecarloscene.com
 Montecarlosforsale.com
 moparscene.com
 Moparsforsale.com
 motorcyclescene.com
 musclecarscene.com
 Musclecarsforsale.com
 mustangscene.com
 Mustangsforsale.com
 Netacar.com
 oldsmobilescene.com
 Oldsmobliesforsale.com
 performancecarscene.com
 Performancecarsforsale.com
 Plymouthscene.com
 Plymouthsforsale.com
 pontiacscene.com
 Pontiaccars.com
 ponycarscene.com
 porschescene.com
 Porschesforsale.com
 racecarscene.com
 rvscene.com
 Shelbyscene.com
 Specialtycarsforsale.com
 Specialinterestcars.com
 Specialinteresttrucks.com
 Sportscarscene.com
 Streetrodscene.com
 Streetrodsforsale.com
 t-birdscene.com
 thunderbirdscene.com
 truckscene.com
 Thunderbirdsforsale.com
 Trucksonthenet.com
 Vettescene.com

Vettesforsale.com
 volkswagonscene.com
 yachtscene.com
 showcarz.com
 bigauto.net
 bigauto.com
 bigautos.net
 bigautos.com
 carzilla.net
 Impalaforsale.com