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

101497178

Post Office Box 7068
Pasadena, CA 91109-7068

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

<p>1. Name of conveying party(ies): 10-13-00 The Yucaipa Companies, LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other Limited Liability Company <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p> <p>Additional name(s) of conveying party(ies) attached: No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: CheckOut.com, LLC</p> <p>Street Address: 345 No. Maple Drive, Suite 300, Beverly Hills, California</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other: Limited Liability Company <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? No</p>
<p>3. Name of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: September 19, 2000</p>	
<p>4. A. Trademark Application No.(s) 75/556,067</p>	<p>4. B. Trademark Registration No.(s)</p> <p>Additional numbers attached? No</p>
<p>5. Please return the recorded document and address all correspondence to:</p> <p>CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Richard J. Ward, Jr.</p>	<p>6. Total number of applications or registrations involved..... 1</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 40.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>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.</p> <p>Date: October 10, 2000</p> <p>I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE U.S. POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: ASSISTANT COMMISSIONER FOR PATENTS, WASHINGTON, D.C. 20231 ON</p> <p>10/10/00 DATE</p> <p>Richard J. Ward, Jr. SIGNATURE</p>	<p>By <u>Richard J. Ward, Jr.</u> Name: Richard J. Ward, Jr. 626/795-9900</p> <p>Total number of pages including cover sheet, attachments, and document: 2</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	

RJW/clb

CLB PAS278910.1.*-10/10/00 3:36 PM

SERVICE MARK ASSIGNMENT

WHEREAS, THE YUCAIPA COMPANIES, LLC, a Delaware Limited Liability Company, having a place of business at 9130 West Sunset Boulevard, Los Angeles, California 90069 ("ASSIGNOR" herein), has used and is the owner of the following mark as evidenced by its application in the United States Trademark Office.

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Docket No.</u>
CHECKOUT.COM	75/556,067	9/21/1998	33216

WHEREAS, CHECKOUT.COM, LLC, a Delaware Limited Liability Company, having a place of business at 345 No Maple Drive, Suite 300, Beverly Hills, California 90210 ("ASSIGNEE" herein), desires to acquire said mark and the above-identified registration thereof, together with the goodwill of the business in connection with which said mark is used.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign unto said ASSIGNEE all right, title and interest in and to the above mark and the above-identified registration thereof, and all rights and privileges pertaining to said mark, together with the goodwill of the business symbolized by the mark.

ASSIGNOR further agrees that it shall render all reasonable assistance to ASSIGNEE, and will, from time-to-time, execute all instruments and documents necessary to maintain, preserve or protect the mark and its registration, and to perfect the record title of ASSIGNEE in and to said mark and its said registration.

THE YUCAIPA COMPANIES, LLC

Date Sept 19, 2000

By [Signature]
Robert P. Bermingham
Title: Vice President

STATE OF California)
COUNTY OF Los Angeles)

On September 19, 2000, before me Kaylene R. Husman, Notary Public, personally appeared **Robert P. Bermingham** personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]
Signature of Notary