

08-16-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101813730

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

1. Name of conveying party(ies):

GetN2it!, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State CA, Other

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

2. Name and address of receiving party(ies)

Name: ASD.com, Inc.

Internal

Address:

Street Address: 180 Freedom Avenue

City: Murfreesboro State TN Zip: 37129

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: July 6, 2001

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

A. Trademark Application No.(s) 75/329,180

B. Trademark Registration No.(s) 2,448,686

Additional number(s) attached Yes No

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

Name: Michael J. Harbers

Internal Address:

Boult, Cummings, Conners & Berry, PLC

Street Address: 414 Union Street, Suite 1600

Post Office Box 198062

City: Nashville State: TN Zip: 37219

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

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Michael J. Harbers, Esq.

Name of Person Signing

Signature

August 10, 2001

Date

Total number of pages including cover sheet, attachments, and document: 3

08/15/2001 LMUELLER 00000158 75329180

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002348 FRAME: 0686

SERVICE MARK ASSIGNMENT

This Service Mark Assignment (the "Assignment"), effective as of July 6, 2001, is made by and between GetN2it!, Inc., a California corporation located at 185 Vine Street, San Carlos, California 94070 ("Assignor"); and ASD.com, Inc., a Delaware corporation located at 180 Freedom Avenue, Murfreesboro, Tennessee 37129 ("Assignee").

WHEREAS, Assignor has adopted, used and applied for federal registration of the service mark listed below:

U.S. Service Mark Application Serial No. 75/329,180
for "N2" and Design

and;

WHEREAS, Assignor has adopted, used, applied for and obtained federal registration of the service mark listed below:

U.S. Service Mark Application Serial No. 75/686,911, Registration No. 2,448,686
for "GETN2IT!"

and;

WHEREAS, Assignor has agreed to assign and Assignee has agreed to acquire all of Assignor's right, title and interest in and to the aforementioned marks (the "Marks"), both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigns, transfers and conveys unto Assignee all of Assignor's right, title and interest in and to the Marks, both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof,

2. This Agreement shall be governed by and construed in accordance with the laws of the United States of America.

IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment effective as of the date first above written.

By: Cathryn A. Mehlertens

Name: CATHRYN A. MEHLERTENS

Title: SECRETARY

STATE OF CALIFORNIA)
COUNTY OF San Mateo)

Before me, the undersigned, a Notary Public, duly commissioned, qualified and acting, the within named CATHRYN A. MEHLERTENS who stated that he/she is the SECRETARY of GetN2it!, Inc., a California corporation, and is duly authorized in his/her capacity to execute the foregoing instrument for and in the name and on behalf of said corporation, and further stated and acknowledged that he/she had so signed, executed and delivered said foregoing instrument for consideration, uses and purposes therein mentioned and set forth.

6th IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal on this day of July, 2001.

Jerry G. Prine
NOTARY PUBLIC

My Commission Expires: 3-28-02

