

05-10-2002

Form PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



To the Honorable Commis

ched original documents or copy thereof.

102084854

1. Name of conveying party(ies):

RETAILEXCHANGE.COM, INC.  
40 BROAD STREET, SECOND FLOOR  
BOSTON, MASSACHUSETTS 02109

Individual(s)  Association  
 General Partnership  Limited Partnership

X Corporation-State DELAWARE

Other:

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

3. Nature of conveyance:

X Assignment  Merger  
 Security Agreement  Change of Name  
 Other:

Execution Date: NOVEMBER 5, 2001

Name: REX ACQUISITION, LLC

Internal Address:

Street Address: 40 BROAD STREET, ELEVENTH FLOOR

City: BOSTON State: MA Zip: 02109

Individual(s) citizenship

Association

General Partnership

Limited Partnership

X 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

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

A. Trademark Application No.(s)

SERIAL NO. 75/817,201 - RETAILEXCHANGE.COM

B. Trademark registration No.(s)

Additional numbers attached?  Yes X No

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

Name: AMY B. SPAGNOLE

Internal Address:  
HINCKLEY, ALLEN & SNYDER LLP

Street Address: 28 STATE STREET

City: BOSTON State: MA Zip: 02109

6. Total number of applications and  
registrations involved: { 1 }

7. Total fee (37 CFR 3.41) \$ 40

X Enclosed

X Authorized to be charged to deposit account

Deposit account number: 500485

8. (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.

AMY B SPAGNOLE  
Name of Person Signing

Signature

APRIL 23, 2002  
Date

Total number of pages comprising cover sheet { 1 }

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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

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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

## TRADEMARK ASSIGNMENT

**WHEREAS, Retailexchange.com, Inc.**, a corporation organized under the laws of the State of Delaware, having principal offices at 40 Broad Street, Second Floor, Boston, Massachusetts 02109 (hereinafter "Assignor"), owns the right, title and interest in, to and under any trademark applications (the "Trademark") of the Assignor, which is specifically identified and listed in Schedule A, attached hereto, incorporated herein and made a part hereof; and

**WHEREAS, Rex Acquisition, LLC**, a limited liability company organized under the laws of the State of Delaware, having principal offices at 40 Broad Street, Eleventh Floor, Boston, Massachusetts 02109 (hereinafter "Assignee"), successor to the ongoing and existing business of the Assignor, or portion of the business for which the mark will be used, is desirous of acquiring all of Assignor's right, title and interest in, to and under the Trademark, specifically identified and listed in Schedule A;

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which by Assignor is hereby acknowledged, and intending to be legally bound hereby, the Assignor does hereby assign, transfer and set over unto the Assignee its entire right, title, and interest in, to and under: (i) the Trademark of the Assignor as set forth in Schedule A, and (ii) together with the goodwill of the business relating thereto, for the use and enjoyment of the Assignee and its successors and assigns; and

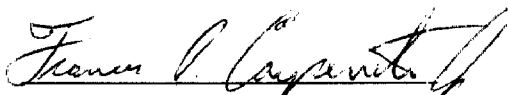
**HEREBY AUTHORIZES AND REQUESTS** the respective Trademark Offices to record the Assignee as the owner of the Trademark and to grant any and all trademark registrations and renewals arising from the Trademark to Assignee; and


**HEREBY FURTHER AGREES** that Assignor will, upon the request of Assignee, promptly execute and deliver to Assignee any and all papers, instruments or affidavits required or useful to apply for, maintain, issue and enforce the Trademark; and

**HEREBY FURTHER SELLS, ASSIGNS, TRANSFERS AND SETS OVER** unto the Assignee any income, royalties, damages, or payment due or payable as of the date hereof or hereafter with respect to the Trademark, including, without limitation, any claims for damages by reason of past, present or future infringement or other unauthorized use of the Trademark, with the right to sue for, and collect the same for the Assignee's own use and enjoyment, and for the use and enjoyment of its successors and assigns.

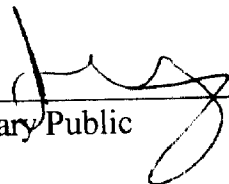
EXECUTED this 5<sup>th</sup> day of November, 2001.

**ASSIGNOR: Retailexchange.com, Inc.**

By:   
Name: Francis P. Carpenito, Jr.  
Title: President

STATE OF MASSCHUSETTS )  
  ) SS:   
COUNTY OF SUFFOLK )

The foregoing instrument was acknowledged before me in the City of Boston, this 5<sup>th</sup> day of November 2001, by Francis P. Carpenito, Jr., President of Retailexchange.com, Inc., a Delaware, U.S.A. corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: Sept. 24, 2004

EXECUTED this 5<sup>th</sup> day of November, 2001

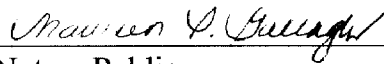
ASSIGNEE: Rex Acquisition, LLC

By: 

Name: Alan R. Goldstein  
Title: Chief Financial Officer,  
Executive Vice President and Manager

STATE OF MASSCHUSETTS )  
 ) SS:  
COUNTY OF SUFFOLK )

The foregoing instrument was acknowledged before me in the City of Boston, this 2<sup>nd</sup> day of November 2001, by Alan R. Goldstein, Chief Financial Officer, Executive Vice President and Manager of Rex Acquisition, LLC, a Delaware, U.S.A limited liability company, on behalf of the limited liability company.

  
Notary Public

My Commission Expires: 10 July 2004

EXECUTED this 2<sup>nd</sup> day of Nov., 2001

**SCHEDULE A**

<u>Mark</u>	<u>Application No.</u>	<u>Country</u>	<u>Status</u>	<u>Registration No</u>
RETAILEXCHANGE.COM	75/817,201	U.S.	Pending	

TRA 1589448v1