

05-17-2002



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

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

1. Name of conveying party(ies): Interworld Corporation 5-9-02 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: J Net Enterprises, Inc. Internal Address: Suite 340 Street Address: 3900 Dallas Parkway City: Plano State: TX Zip: 75093 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Nevada [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 5/6/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Exhibit A B. Trademark Registration No.(s) See Exhibit B Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Daniel I. Schloss, Esq. Internal Address: Street Address: Greenberg Traurig, LLP 200 Park Avenue City: New York State: NY Zip: 10166

6. Total number of applications and registrations involved: 11 7. Total fee (37 CFR 3.41) \$ 290.00 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: # 50-1561

DO NOT USE THIS SPACE

9. Signature: Daniel I. Schloss, Esq. Name of Person Signing 40.00 CH 250.00 CH

Signature: Daniel I. Schloss Date: 5/9/02

Total number of pages including cover sheet, attachments, and document: 5

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

OFFICE OF PUBLIC RECORDS 2002 MAY -9 PM 2:35 FINANCE SECTION

05/17/2002 01 FC:401 02 FC:402

EXHIBIT A

<u>Trademark</u>	<u>Class</u>	<u>Serial No.</u>
ARMADA	9	76/020,984
RETAIL ESSENTIALS	42	75/908,295
WEB ARENA	9	75/444,389
WEB ARENA	35	75/444,388
WEB ARENA	36	75/444,387
WEB ARENA	42	75/444,386
MISSION READY	9	76/020,983
COMMERCE INTELLIGENCE	9	76/015,006

EXHIBIT B

<u>Trademark</u>	<u>Class</u>	<u>Registration No.</u>
INTERWORLD	9	2,217,559
INTERWORLD	35, 36, 42	2,062,548
ENTERPRISE BROKER	9	2,403,016

ASSIGNMENT OF TRADEMARKS

WHEREAS, INTERWORLD CORPORATION, a Delaware corporation (the "Assignor"), is the owner of all right, title and interest in and to certain trademarks and service marks, including without limitation all goodwill associated therewith and the United States Trademark and Service Mark registrations and pending applications therefor, as set forth and more particularly described on Schedule A annexed hereto (collectively hereinafter the "Marks"); and

WHEREAS, J NET ENTERPRISES, INC., a Nevada corporation, (the "Assignee"), has on February 13, 2002 submitted for recordation with the Office a Security Agreement dated as of February 8, 2002 and granting to Assignee a security interest in the Marks; and

WHEREAS, Assignor has defaulted on its payment obligations to Assignee under the terms of various credit facilities, and Assignee has consequently foreclosed on all or substantially all of the assets and goodwill of the business of Assignor pursuant to state laws implementing the provisions of the Uniform Commercial Code, and Assignee is desirous of acquiring all right, title, and interest in and to the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns, sells and transfers to Assignee all right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the right to sue and recover damages and profits for third-party infringements, if any.

Assignor agrees to cooperate in Assignee's registration, maintenance, and protection of the Marks, and the Assignor agrees to execute any documents reasonably requested by Assignee for this purpose.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of this 6TH day of May 2002.

INTERWORLD CORPORATION

By: Steven L. Korby
Name: Steven L. Korby
Title: Executive Vice President and Chief Financial Officer

STATE OF TEXAS)
) ss.:
COUNTY OF COLLIN)

On this 6th day of May 2002, before me personally appeared **Steven L. Korby**, to me known, who, being by me duly sworn, did depose and say that he is the **Executive Vice President and Chief Financial Officer** of INTERWORLD CORPORATION, the Delaware corporation described in and which executed the foregoing instrument; and that he signed his name thereto pursuant to the authorization of said corporation.



Christina L. Fleischmann
Notary Public

SCHEDULE A

THE MARKS

INTERWORLD	Class 9	Reg. 1/12/99	2,217,559
	Classes 35,36,42	Reg. 5/20/97	2,062,548
ENTERPRISE BROKER	Class 9	Reg. 11/7/00	2,403,016

Applications

ARMADA	Class 9	Filed 4/7/00	76/020,984
RETAIL ESSENTIALS	Class 42	Filed 2/3/00	75/908,295
WEB ARENA	Class 9	Filed 3/4/98	75/444,389
	Class 35	Filed 3/4/98	75/444,388
	Class 36	Filed 3/4/98	75/444,387
	Class 42	Filed 3/4/98	75/444,386
MISSION READY	Class 9	Filed 4/7/00	76/020,983
COMMERCE INTELLIGENCE	Class 9	Filed 3/31/00	76/015,006