

03-10-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

1. Name of conveying party(ies): The Unlimited Card Corporation

3-4-03

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: February 11, 2003

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

A. Trademark Application No.(s) 75/179188

B. Trademark Registration No.(s) 2156223

Additional number(s) attached Yes No

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

Name: Thor Y. Urness

Internal Address:

Boult, Cummings, Connors & Berry, PLC

Street Address: 414 Union Street, Suite 1600

City: Nashville State: TN Zip: 37219-8062

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Thor Y. Urness Name of Person Signing

Signature

February 25, 2003 Date

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

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

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TRADEMARK REEL: 002685 FRAME: 0995

TRADEMARK ASSIGNMENT

This Trademark Assignment ("Assignment"), effective as of February 11, 2003, is made by and between The Unlimited Card Corporation, a Utah corporation located at 91 East 780 South, Provo, Utah 84601 ("Assignor"), and ASD.com, Inc., a Delaware corporation located at 180 Freedom Avenue, Murfreesboro, Tennessee 37129 ("Assignee").

WHEREAS, Assignor has adopted, used, applied for and obtained federal registration of the following trademark: U.S. Trademark Registration Serial No. 2,156,223, for "SCHOOL MALLS" (the "Mark"),

and;

WHEREAS, Assignee has adopted, used, and applied for federal registration of the trademark: U.S. Trademark Application Serial No. 76/124,120, for "SCHOOLMALL,"

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 Mark, 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 Mark, 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.

STATE OF UTAH)
)
COUNTY OF UTAH)

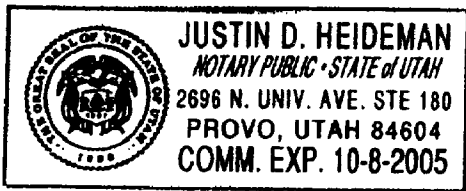
Before me, the undersigned, a Notary Public, duly commissioned, qualified and acting, the within named David Bruner, who stated that he is the President of Nortex Marketing, Inc., a Utah corporation, and is duly authorized in his capacity to execute the foregoing instrument for and in the name and on behalf of said corporation, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for consideration, uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal on this 11th day of February, 2003.


NOTARY PUBLIC

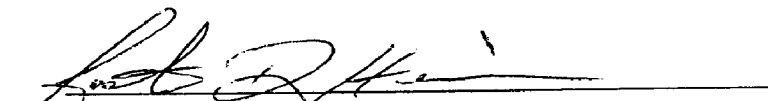
My Commission Expires: 10/8/2005

STATE OF UTAH)
)
COUNTY OF UTAH)



Personally appeared before me, David Bruner, the undersigned, a Notary Public in and for said County and State, the within named David Bruner, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal on this 11th day of February, 2003.


NOTARY PUBLIC

My Commission Expires: 10/8/2005

