

03-19-2003



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

RECO 102393537 TRADEMARKS ONLY

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): 3.4.03 Foothill Capital Corporation
Individual(s) Association General Partnership Limited Partnership Corporation-State California Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Provell, Inc. f/k/a Damark International, Inc. Internal Address: Suite 201 Street Address: 301 Carlson Parkway City: Minneapolis State: MN Zip: 55305
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Minnesota 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 Release of Security Interest
Execution Date: January 16, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See attached Schedule B. Trademark Registration No.(s) See attached Schedule
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Carla R. Passos, Esq. Internal Address: Proskauer Rose LLP Street Address: 1585 Broadway City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved: 26
7. Total fee (37 CFR 3.41): \$ 6665.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 16-2500 (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. Carla R. Passos Signature Date February 26, 2003

Total number of pages including cover sheet, attachments, and document: 4

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

03/18/2003 TDIAZ1 00000135 162500 1492264 01 FC:8521 40.00 CH 02 FC:8522 625.00 CH

TRADEMARK REEL: 002694 FRAME: 0840

**ADDITIONAL NAMES AND ADDRESSES
OF RECEIVING PARTIES**

1) Provell Financial Services, Inc.

Minnesota Corporation

301 Carlson Parkway

Suite 201

Minneapolis, MN 55305

2) Clickship Direct, Inc.

Minnesota Corporation

7171 Winnetka Avenue North

Minneapolis, MN 55428

3) Texas Telemarketing, Inc.

Minnesota Corporation

5500 Norwest Center, 90 South Seventh Street

Minneapolis, MN 55402

SCHEDULE A

Trademarks of Provell, Inc.

Type	Jurisdiction	Mark	Registration/ Application Date	Registration/ Application No.
Registered Marks:				
service mark	United States	Damark	June 14, 1988	1,492,264
service mark	United States	Damark International, Inc.	July 20, 1993	1,783,035
service mark	United States	Preferred Buyers' Club	October 15, 1996	2,009,229
service mark	United States	The Great Deal Company (w/Damark Design)	July 13, 1993	1,781,871
service mark	United States	Vacation Passport	September 16, 1997	2,096,693
service mark	United States	Insiders	April 8, 1997	2,050,979
service mark	United States	PBC	January 29, 1996	2,151,669
service mark	United States	C.O.M.B.	October 20, 1981	1,174,634
service mark	United States	Insider's Hotline	October 23, 1984	1,301,585
service mark	United States	Surplus Confidential Bulletin	May 21, 1985	1,337,434
service mark	United States	C.O.M.B. Authorized Liquidators	January 8, 1985	1,314,078
service mark	United States	Essentials For Home	January 26, 1999	2,220,275
service mark	United States	Budget Savers	June 1, 1999	2,250,523
service mark	United States	Kaleidoscope	November 2, 1993	1,802,397
service mark	United States	Buyer's Guard	October 12, 1999	2,286,379
service mark	United States	Value One	February 29, 2000	2,323,155
service mark	United States	Smart Perks	May 16, 2000	2,349,999
service mark	United States	Value Access	July 18, 2000	2,368,320
service mark	United States	Gift Gallery	July 18, 2000	2,368,322
service mark	United States	Small Business Alliance	August 8, 2000	2,376,291
service mark	United States	Today's Handyman	October 24, 2000	2,397,880
service mark	United States	TechnoPerks	June 11, 2002	2,580,178
service mark	United States	Value Plus	March 13, 2001	2,434,589
service mark	United States	Handy Values	June 5, 2001	2,456,907
Pending Registrations:				
service mark	United States	Explore USA	February 12, 2001	76-208,542
service mark	United States	Gift Certificate Connection	February 12, 2001	76-209,171

Trademarks of Provell Financial Services, Inc.

none

RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

Release dated as of January 16, 2003 by Foothill Capital Corporation, as secured party ("Secured Party") under that certain Trademark Security Agreement dated as of May 10, 2002 (the "Security Agreement"), among Provell, Inc. (formerly known as Damark International, Inc.), Clickship Direct, Inc., Provell Financial Services, Inc., Texas Telemarketing, Inc. (collectively, the "Obligors") and the Secured Party. Capitalized terms used herein and not defined herein shall have the meanings ascribed to such terms in the Security Agreement.

WHEREAS, the Obligors are the owners of certain United States trademarks as listed on Schedule A hereto; and

WHEREAS, the Obligors pledged and granted to the Secured Party as collateral for the Secured Obligations under the Security Agreement, a security interest and lien in and to certain intellectual property including the trademarks listed on Schedule A hereto, including the registration thereof, the goodwill associated therewith and all other related claims and rights as more fully described in the Security Agreement (the "Trademarks"); and

WHEREAS, all of the Secured Obligations have been satisfied in full;

NOW THEREFORE, for good and valuable consideration, and intending to be legally bound hereby, the Secured Party, hereby releases and remits to the Obligors any and all security interest and lien in and to and any and all right, title and interest in and to all intellectual property of the Obligors subject to the Security Agreement, including the aforesaid Trademarks, and hereby gives notice of such release of security interest.

Executed as of the date first above written.

FOOTHILL CAPITAL CORPORATION,
as Secured Party

By: 

Name: Tedd A. DAVOCK

Title: Vice President

PROSKAUER ROSE LLP

1585 Broadway
New York, NY 10036-8299
Telephone 212.969.3000
Fax 212.969.2900

LOS ANGELES
WASHINGTON
BOCA RATON
NEWARK
PARIS

Stephen R. Dwyer
Trademark Administrator

Direct Dial 212.969.4441
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February 26, 2003

BOX ASSIGNMENTS - FEE
U.S. Patent and Trademark Office
Assignment Division
CG-4
1213 Jefferson Davis Highway
Suite 320
Washington, D.C. 20231

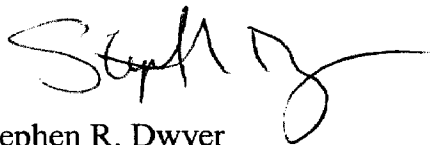
Re: Release of Security Interest
Assignor: Foothill Capital Corporation
Assignee: Provell, Inc. (f/n/a Damark International, Inc.)
Our File No.: 57763-006

To Whom It May Concern:

Enclosed please find a Trademark Recordation Form Cover Sheet to record a Release of Security Interest in connection with twenty-six (26) trademark registrations. We also include a self-addressed stamped postcard, which we ask that you return to us to confirm your receipt of this submission.

Please charge all required fees to existing USPTO deposit account # 16-2500, referencing our file number 57763-006. A duplicate copy of the recordation cover sheet is enclosed for your convenience.

Respectfully submitted,



Stephen R. Dwyer

Enclosures

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to U.S. Patent and Trademark Office, Assignment Division, 1213 Jefferson Davis Highway, Suite 320, Washington, D.C. 20231 on the date shown below.


Stephen R. Dwyer

Dated: FEBRUARY 26, 2003

RECORDED: 03/04/2003

TRADEMARK
REEL: 002694 FRAME: 0844