

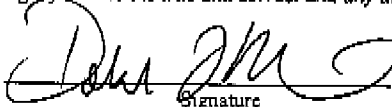
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>GORDON BROTHERS WHOLESALE, LLC 40 BROAD STREET, 11TH FLOOR BOSTON, MA 02109</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation</p> <p>X Other: DELAWARE LIMITED LIABILITY COMPANY Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes X No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>GORDON BROTHERS GROUP, LLC</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>40 BROAD STREET, 11TH FLOOR</u></p> <p>City: <u>BOSTON</u> State: <u>MA</u> Zip: <u>02109</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation _____</p> <p>X Other: DELAWARE LIMITED LIABILITY COMPANY</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? : <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p>X Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: DECEMBER 17, 2003</p>	

<p>Application number(s) or registration numbers(s):</p> <p>A. Trademark Application No(s):</p> <p>No. 76/395,319 – GB RE LOGO</p> <p>No. 76/395,246 – GB RE GBRETAILEXCHANGE MAXIMIZING VALUE ON EXCESS INVENTORY (and Design)</p>	<p>B. Trademark registration No.(s)</p> <p>No. 2,694,180 – RETAIL EXCHANGE.COM</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes X No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>DEBORAH L. BENSON</u></p> <p>Internal Address: <u>HINCKLEY, ALLEN & SNYDER LLP</u></p> <p>Street Address: <u>28 STATE STREET</u></p> <p>City: <u>BOSTON</u> State: <u>MA</u> Zip: <u>02109</u></p>	<p>6. Total number of applications and registrations involved: [3]</p> <p>Total fee (37 CFR 3.41) \$ <u>90.00</u></p> <p><input type="checkbox"/> Enclosed</p> <p>7. X Authorized to be charged to deposit account</p> <p>Deposit account number: <u>500485</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
<p>8. DO NOT USE THIS SPACE</p>	

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.

DEBORAH L. BENSON  DECEMBER 18, 2003
Name of Person Signing Signature Date

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CH \$90.00 500485 76395319

SCHEDULE OF TRADEMARKS

MARK	APP. /REG. NO.	DATE
GB RE LOGO	App. No. 76/395,319	04/15/02
GB RE GBRETAILEXCHANGE MAXIMIZING VALUE ON EXCESS INVENTORY (and Design)	App. No. 76/395,246	04/15/02
RETAILEXCHANGE.COM	Reg. No. 2,694,180	03/04/03

Form PTQ-1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
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):
GORDON BROTHERS WHOLESALE, LLC
40 BROAD STREET, 11TH FLOOR
BOSTON, MA 02109

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other: **DELAWARE LIMITED LIABILITY COMPANY**
Additional name(s) of conveying party(ies)
attached? Yes No

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: DECEMBER 17, 2003

2. Name and address of receiving party(ies):
Name: GORDON BROTHERS GROUP, LLC
Internal Address: _____
Street Address: 40 BROAD STREET, 11TH FLOOR
City: BOSTON State: MA Zip: 02109

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other: DELAWARE LIMITED LIABILITY COMPANY

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

Application number(s) or registration numbers(s):
A. Trademark Application No(s):

No. 76/395,319 - GB RE LOGO

**No. 76/395,246 - GB RE GBRETAILEXCHANGE
MAXIMIZING VALUE ON EXCESS
INVENTORY (and Design)**

B. Trademark registration No.(s)

No. 2,694,180 - RETAIL EXCHANGE.COM

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning
document should be mailed:
Name: DEBORAH L. BENSON
Internal Address: HUNCKLEY, ALLEN & SNYDER LLP
Street Address: 28 STATE STREET
City: BOSTON State: MA Zip: 02109

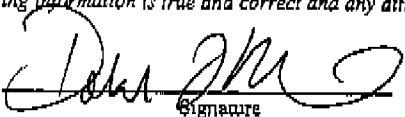
6. Total number of applications and registrations involved: [3]
Total fee (37 CFR 3.41) \$ 90.00

Enclosed

7. Authorized to be charged to deposit account
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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.

DEBORAH L. BENSON  DECEMBER 18, 2003
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Attorneys At Law

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Boston, Massachusetts 02109-1775

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TO: Assignment Division

FIRM: U.S. Patent and Trademark Office

RE: Recordation Form Cover Sheet / Assignment

Trademark App. Nos.: 76/395,319 – GB RE LOGO;
76/395,246 – GB RE GBRETAILEXCHANGE MAXIMIZING VALUE
ON EXCESS INVENTORY (and Design); and

Trademark Reg. No.: 2,694,180 – RETAILEXCHANGE.COM

BUS # (703) 308-9723

FAX # (703) 306-5995

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DOCUMENTS ATTACHED.

- (1) RECORDATION FORM COVER SHEET IN DUPLICATE, INCLUDING AN AUTHORIZATION TO CHARGE A DEPOSIT ACCOUNT TO COVER RECORDATION FEE.
- (2) ASSIGNMENT DOCUMENT

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