

08-06-2003



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

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

Tab settings

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

1. Name of conveying party(ies): Robert B. Katz, Chapter 7 Trustee for BTF PA Corporation
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation-State
[X] Other Chapter 7 Trustee for BTF PA Corp
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: Chameleon Marketing, LLC
Internal Address:
Street Address: 1372 Shermer Road
City: Northbrook State: IL Zip: 60062
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[] Corporation-State
[X] Other LLC-Illinois
If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No
Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:
[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: 7/24/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/120,824; 76/123,531; 76/123,539; 76/123,540;
B. Trademark Registration No.(s) 2,221,427; 2,237,820; 2,209,044; 2,214,684;
Additional number(s) attached [X] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Scott W. Smilie
Internal Address: Patzik, Frank & Samotny Ltd.
Street Address: 150 South Wacker Drive Suite 900
City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 20
7. Total fee (37 CFR 3.41).....\$ 515.00
[X] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number: 50-1325

DO NOT USE THIS SPACE

9. Signature.
Scott W. Smilie Name of Person Signing
[Signature] Signature
07/30/2003 Date
Total number of pages including cover sheet, attachments, and document: 3

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
2003 AUG -11 AM 9:50

08/05/2003 6T0N11 00000044 76120024

01 FC:8521 06 FC:8522

40.00 OP 475.00 OP

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

TRADEMARK REEL: 002794 FRAME: 0918

Application number(s) or registration number(s):
(continued from Item 4 on Recordation Form Cover Sheet)

Reg. No. 2,661,274
Reg. No. 2,216,442
Reg. No. 2,593,590
Reg. No. 2,208,600
Reg. No. 2,161,516
Reg. No. 2,287,142
Reg. No. 2,310,322
Reg. No. 2,251,131
Reg. No. 2,258,828

Serial No. 76,150,979
Serial No. 76/150,978
Serial No. 76/150,977

TRANSFER

Attorney Docket No. **3572-001**

PATZIK, FRANK & SAMOTNY LTD.

150 South Wacker Drive

Suite 900

Chicago, Illinois 60606

(312) 551-8300

TRADEMARK TRANSFER AGREEMENT

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt of which is hereby acknowledged, **ROBERT B. KATZ**, not individually but acting solely as Chapter 7 Trustee for BTF PA Corporation, doing business as Spree.com and E-Value Plus, Inc., having a mailing address of 223 W. Jackson Blvd., Suite 1010, Chicago, Illinois 60606 (hereinafter sometimes referred to as "SELLER") hereby transfers, sells, and conveys to **CHAMELEON MARKETING, LLC** an Illinois limited liability company, having a business address at 1372 Shermer Road, Northbrook, Illinois 60062 (hereinafter sometimes referred to as "PURCHASER"), pursuant to that certain letter agreement dated June 20, 2003, SELLER's entire worldwide right, title and interest in and to the trademark registrations, trade names, service marks, and/or trademark applications respectively listed on Schedule A attached hereto and made a part hereof, as well as the goodwill associated with the business; together with all common law marks of SELLER; and any and all renewals thereof; all income, royalties, damages and payments hereafter due and/or payable with respect thereto, including, without limitation, damages and payments for future infringements thereof; and any and all United States and/or foreign trademark (or service mark) registrations which may issue on same in the future; together with SELLER's entire right, title and interest in, as well as the goodwill of the business associated with the above trademark, service mark and trade name rights being sold and transferred to PURCHASER, and any and all rights and privileges in the United States as well as throughout the entire world associated with same, including the right to sue for any and all continuing or future infringement. Damages for any and all past infringement, however, belong to SELLER and PURCHASER shall promptly inform SELLER of any such claims upon discovery thereof (and SELLER shall promptly inform PURCHASER of any continuing or future infringements upon discovery thereof).

SELLER agrees to perform all affirmative acts which may be necessary or desirable to perfect the above-described transfer of trademark, service mark and trade name rights or to maintain said registrations before both the United States Patent and Trademark Office and the Trademark Offices of any and all foreign countries, at PURCHASER's expense, as well as to cooperate with PURCHASER in obtaining and/or providing information required in any proceedings relating to said trademarks, service marks and trade names.

SELLER further authorizes the Commissioner of Patents and Trademarks of the United States, and the appropriate official in any other country, to issue any and all additional trademark and service mark registrations or amended registrations that have been or may be granted upon any application or petition for same, to PURCHASER, its successors and/or assigns.

SELLER hereby grants to PATZIK, FRANK & SAMOTNY LTD. located at 150 South Wacker Drive, Suite 900, Chicago, Illinois 60606, the authority and power to insert on this instrument any further identification, which may be necessary or desirable for purposes of recordation in the United States Patent and Trademark Office or the Trademark Office of any foreign country.

SIGNATURES BEGIN ON THE FOLLOWING PAGE

Seller:

Robert B. Katz

ROBERT B. KATZ, not individually but acting solely as Chapter 7 Trustee for BTF PA Corporation

Date: 7/24/03

STATE OF ILLINOIS)
COUNTY OF _____) ss.

This instrument was acknowledged/subscribed and sworn to before me on this 24th day of July, 2003 by Christina A. Ramirez

NOTARY PUBLIC

OFFICIAL SEAL
CHRISTINA A RAMIREZ
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. SEPT. 30, 2006

SEAL

Purchaser:

CHAMELEON MARKETING, LLC

By: MERCANTILE CAPITAL PARTNERS I, L.P.,
Its manager

By: _____
I. Steven Edelson

Title: _____

Date: _____

STATE OF ILLINOIS)
COUNTY OF _____) ss.

This instrument was acknowledged/subscribed and sworn to before me on this _____ day of _____, 2003 by _____

NOTARY PUBLIC

SEAL

Seller:

Purchaser:

CHAMELEON MARKETING, LLC

ROBERT B. KATZ, not individually but acting solely as Chapter 7 Trustee for BTF PA Corporation

By: MERCANTILE CAPITAL PARTNERS I, L.P.,
Its manager

Date: _____

By: [Signature]
I. Steven Edelson

STATE OF ILLINOIS)
) ss.
COUNTY OF _____)

Title: Managing Member

Date: July 29, 2003

This instrument was acknowledged/subscribed and sworn to before me on this _____ day of _____, 2003 by _____.

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

This instrument was acknowledged/subscribed and sworn to before me on this 29th day of July, 2003 by Carla De Lio.

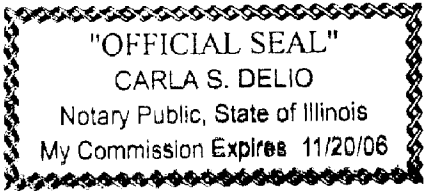
NOTARY PUBLIC

[Signature]

SEAL

NOTARY PUBLIC

SEAL



SCHEDULE A

APPLICATIONS

<u>MARK</u>	<u>COUNTRY</u>	<u>APPLICATION NO.</u>
E-VALUE PLUS and Design	US	76/120,824
E-VALUEPLUS	US	76/123,531
E-VALUEPLUS.COM	US	76/123,539
E-VALUEPLUSSOLUTIONS.COM	US	76/123,540
EVP	US	76/150,979
EVP	US	76/150,978
E-VP	US	76/150,977
SPREEBOOKS	US	75/505,949 (Abandoned)
SPREE GIFT ASSISTANT	US	75/388,818 (Abandoned)
SPREE MEMBERS	US	75/784,188 (Abandoned)

REGISTRATIONS

<u>MARK</u>	<u>COUNTRY</u>	<u>REGISTRATION NO.</u>
MORE THAN JUST THE WORLD'S LARGEST BOOKSTORE	US	2,221,427
PIXEL PETALS	US	2,237,820
QUOTATION STATION	US	2,209,044
YOU REVIEW	US	2,214,684
S SPREE.COM YOUR CASHBACK CONNECTION	US	2,661,274

CAFE D'ALMA	US	2,216,442
S	US	2,593,590
SMARTCART	US	2,208,600
SPREE	US	2,161,516
SPREE INDEPENDENT PARTNERS and Design	US	2,287,142
SPREE.COM	US	2,310,322
WHERE IT PAYS TO SHOP	US	2,251,131
SPREE.COM	US	2,258,828

LAW OFFICES

PATZIK, FRANK & SAMOTNY LTD.

150 SOUTH WACKER DRIVE
SUITE 900
CHICAGO, ILLINOIS 60606

TELEPHONE: (312) 551-8300
FACSIMILE: (312) 551-1101

SCOTT W. SMILIE
(312) 551-3066
ssmilie@pfs-law.com

July 31, 2003

IN REPLY REFER TO:
3572-001

BY FIRST CLASS MAIL

MAIL STOP ASSIGNMENT RECORDATION SERVICES
Director of the U.S. Patent and Trademark Office
P. O. Box 1450
Alexandria, VA 22313-1450

Re: Recordation of Assignment for BTF PA Corporation

Dear Sirs:

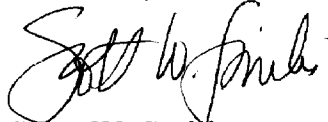
Enclosed for filing please find an Assignment for recordal. The Assignment comprises the following:

1. Assignment;
2. Recordation Form Cover Sheet (2 pages);
3. Check No. 20835 in amount of \$515.00 to cover filing fee; and
3. Certificate of Mailing by First Class Mail.

If any additional charges or fees must be paid in connection with the filing of the above Assignment, they may be paid out of our deposit account No. 50-1325. A duplicate copy of this transmittal letter is enclosed.

Very truly yours,

PATZIK, FRANK & SAMOTNY LTD.



Scott W. Smilie

SWS:gam
Enclosures

TRADEMARK
REEL: 002794 FRAME: 0926

PATZIK, FRANK & SAMOTNY LTD.

150 SOUTH WACKER DRIVE
SUITE 900
CHICAGO, ILLINOIS 60606

TELEPHONE: (312) 551-8300
FACSIMILE: (312) 551-1101

COPY

SCOTT W. SMILIE
(312) 551-3066
ssmilie@pfs-law.com

July 31, 2003

IN REPLY REFER TO:
3572-001

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MAIL STOP ASSIGNMENT RECORDATION SERVICES
Director of the U.S. Patent and Trademark Office
P. O. Box 1450
Alexandria, VA 22313-1450

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Dear Sirs:

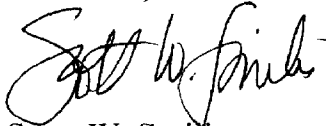
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Very truly yours,

PATZIK, FRANK & SAMOTNY LTD.



Scott W. Smilie

SWS:gam
Enclosures

IN THE
UNITED STATES
PATENT AND TRADEMARK OFFICE

IN RE: **Recordation of Assignment for BTF PA Corporation**

ASSIGNMENT;
RECORDATION COVER
SHEET (2 PAGES); FILING
FEE

CASE:

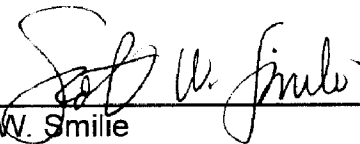
3572-001

CERTIFICATE OF MAILING BY FIRST CLASS MAIL

Date of Deposit: July 31, 2003

I hereby certify that this correspondence is being deposited with the United States Postal Service, "First Class Mail" service under 37 C.F.R. 1.10 in an envelope addressed to: Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3514, on July 31, 2003.

Dated: July 31, 2003



Scott W. Smilie

PATZIK, FRANK & SAMOTNY LTD.
150 South Wacker Drive
Suite 900
Chicago, Illinois 60606
Telephone (312) 551-8300
Facsimile (312) 551-1101

Attorney
Max Shaftal
Scott Smilie

Reg. No.
31,422
44,341