

Form PTO-1504

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

1-31-92

TRADEMARKS ONLY

Patent and Trademark Office

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

1. Name of conveying party(ies):
 Drop Ship Express, Inc.
 2725 Wazata Blvd.
 West Orona, Minnesota 55356
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Minnesota
 Other _____

Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):
 Name: SmartMail, LLC
 Address: 1500 Southpoint Drive
Suite 200
Forest Park, Georgia 30297

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 6/16/2003

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) & addresses attached?
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s).
2,534,185; 2,584,928

Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jessica Rothstein, Esq.
 Internal Address: Goodwin Procter LLP
 Street Address: 599 Lexington Avenue
 Fax: 212-355-3333 Phone: 212-813-8800
 City: New York State: NY Zip: 10022

6. Total number of applications and registration involved:.....2

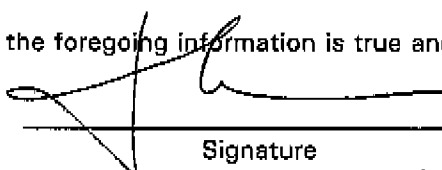
7. Total fee (37 CFR 3.41) \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-0923
 (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.

Jessica Rothstein
 Name of Person Signing


 Signature

2/24/04
 Date

Total number of pages comprising cover sheet: 7

CIH \$65.00 060923 2534185

NOTICE OF
TRADEMARK ASSIGNMENT

Effective Date: June 16, 2003

WHEREAS, Drop Ship Express, Inc., a corporation organized and existing under the laws of the State of Minnesota, having its principal place of business at 2725 Wazata Blvd. West, Orono, MN ("Assignor") has adopted and used the trademarks, service marks and trade names set forth in Exhibit A annexed hereto and made a part hereof, including all applications or registrations therefor (the "Marks") and as of the Effective Date of this Notice of Trademark Assignment ("Assignment") was using and was the owner of the registrations of such Marks in the United States Patent and Trademark Office; and

WHEREAS, SmartMail, LLC., a limited liability company organized and existing under the laws of the State of Delaware and having a place of business at 1500 Southpoint Drive, Suite 200, Forest Park, GA 30297 ("Assignee"), is desirous of acquiring said Marks and the registrations thereof and all goodwill pertaining thereto, effective as of the Effective Date hereof;

WHEREAS, the Assignor and Assignee are parties to that certain Asset Purchase Agreement dated as of June 16, 2003 (the "Purchase Agreement") pursuant to which, among other things, Assignee has agreed to purchase from Assignor, and Assignor has agreed to sell to Assignee, the Marks; and

WHEREAS, pursuant to the Purchase Agreement, Assignor conveyed to Assignee substantially all of the assets of a going business.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, effective as of the Effective Date hereof and subject to the terms and conditions of the Purchase Agreement, the parties agree as follows:

1. Assignor hereby transfers, conveys, and assigns to Assignee, and Assignee hereby accepts from Assignor, all right, title, and interest in and to the Marks together with the goodwill associated with the Marks, including all federal and state trademark registrations thereof and applications therefor, as well as all common law rights thereto. Assignee shall have the sole right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to said Marks or the registrations thereof or such associated goodwill.
2. Assignee, at its own cost and expense, shall record a fully executed copy of this Assignment with the United States Patent and Trademark Office or any other agency having jurisdiction over the ownership of the Marks.
3. Assignor shall make no further use of the Marks on or in connection with any goods or services, nor shall Assignor challenge Assignee's use of the Marks after the date of this Assignment.

4. No modifications of or additions to this Assignment shall have effect unless in writing and properly executed by both parties, making specific reference to this Assignment by date, parties, and subject matter. This Assignment and the rights and obligations of the parties hereunder shall be governed by and construed in accordance with the laws of the State of Minnesota, without regard to its conflict of laws principles. This Assignment may be executed in counterparts.

[The remainder of this page has been intentionally left blank.]


IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized representatives, on the date first set forth above, with effect as of the date first set forth above.

ASSIGNOR:

ASSIGNEE:

DROP SHIP EXPRESS, INC.

SMARTMAIL, LLC

By: 
Name: Roy R. Ferber
Title: President

By: _____
Name: Matthew T. Vettel
Title: Chairman

[SIGNATURE PAGE TO TRADEMARK ASSIGNMENT]

LJBNY/4214315.1

TRADEMARK
REEL: 002800 FRAME: 0633

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized representatives, on the date first set forth above, with effect as of the date first set forth above.

ASSIGNOR:

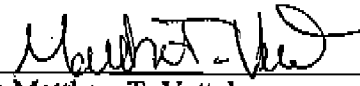
ASSIGNEE:

DROP SHIP EXPRESS, INC.

SMARTMAIL, LLC

By: _____

Name: Roy R. Ferber
Title: President

By:  _____

Name: Matthew T. Vettel
Title: Chairman

[SIGNATURE PAGE TO TRADEMARK ASSIGNMENT]

UJINY4214315.1

EXHIBIT AMARKS

<i>COUNTRY</i>	<i>MARK</i>	<i>STATUS</i>	<i>CLASS(ES)</i>	<i>REG. NO.</i>	<i>Registration Date</i>
US	AIR ENHANCED	Issued	100 and 105	2,534,185	1/29/02
US	DROP SHIP EXPRESS	Issued	100 and 105	2,584,928	6/25/02