

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

FOOTHILL CAPITAL CORPORATION

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 4/2/2004

Reel 1806 Frame 0825

2. Name and address of receiving party(ies)

Name: WELLS FARGO RETAIL FINANCE, LLC

Internal

Address: _____

Street Address: One Boston Place, 18th Floor

City: Boston State: MA Zip: 02108

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

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

A. Trademark Application No.(s) _____

See Attached Schedule A

B. Trademark Registration No.(s) _____

See Attached Schedule A

Additional number(s) attached Yes No

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

Name: Bingham McCutchen, LLP

Internal Address: ATTN: Stacey Farrell

Street Address: 150 Federal Street

City: BOSTON State: MA Zip: 02110

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 240.00

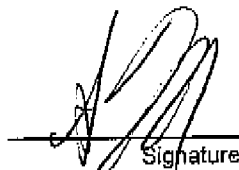
- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Stacey Farrell
Name of Person Signing


Signature

April 21, 2004

Date

Total number of pages including cover sheet, attachments, and document: 6

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

OP \$240.00 76306563

Schedule A

Schedule A to Assignment of Rights in Trademark Security Agreement dated as of April 2, 2004 by and between Foothill Capital Corporation and Wells Fargo Retail Finance, LLC.

U.S. Trademark Registrations

<u>Reg. No.</u>	<u>Mark</u>	<u>Reg. Date</u>
1,421,536	Audio King	12/16/1986
1,896,493	Fast Trak	05/30/1995
1,949,352	Ultimate Electronics (stylized)	01/16/1996
2,096,502	Big Names. Little Prices. Guaranteed.	09/16/1997
2,344,610	Simple Solution	04/25/2000

U.S. Trademark Applications

<u>Application Serial No.</u>	<u>Mark</u>	<u>Filing Date</u>
75,305,563	Ultimate Electronics Express	09/19/2000

ASSIGNMENT OF RIGHTS IN TRADEMARK SECURITY AGREEMENT

This Assignment of Rights in Trademark Security Agreement (this "Assignment") is made as of April 2, 2004 by Foothill Capital Corporation, as resigning agent (the "Assignor") in favor of Wells Fargo Retail Finance, LLC, as successor agent (the "Assignee").


Assignor has recorded in the United States Patent and Trademark Office on October 22, 1998 at Reel 1806, Frame 0825 the Trademark Collateral Security Agreement dated September 30, 1998 (the "Trademark Security Agreement") by and between Assignor and Ultimate Electronics, Inc., a Delaware corporation (the "Debtor") pursuant to which Debtor has granted to Assignor a security interest in the trademarks and trademark applications listed on Schedule A.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby assigns to Assignee all of its right, title and interest in, to and under the Trademark Security Agreement.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Assignor, by and through its authorized officer, has caused this instrument to be executed under seal on the date first written above.

FOOTHILL CAPITAL CORPORATION,
as Assignor

By: 
Name: EILEEN QUINN
Title: VP

WELLS FARGO RETAIL FINANCE, LLC,
as Assignee


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Assignor, by and through its authorized officer, has caused this instrument to be executed under seal on the date first written above.

FOOTHILL CAPITAL CORPORATION,
as Assignor

By: _____
Name: _____
Title: _____

WELLS FARGO RETAIL FINANCE, LLC,
as Assignee

By: 
Name: Timothy R. Tobin
Title: Senior Vice President

Schedule A

Schedule A to Assignment of Rights in Trademark Security Agreement dated as of April 2, 2004 by and between Foothill Capital Corporation and Wells Fargo Retail Finance, LLC.

U.S. Trademark Registrations

<u>Reg. No.</u>	<u>Mark</u>	<u>Reg. Date</u>
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1,896,493	Fast Trak	05/30/1995
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