

1/29/04

02-12-2004

U.S. DEPARTMENT OF COMMERCE
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TRADEMARKS ONLY



102668082

...nal document or copy thereof.

1. Name of Party(ies) conveying an interest:

VERTICAL ALLIANCE, INC.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation -Delaware
 Other

2. Name and Address of Party(ies) receiving an interest:

ARENA TICKET SERVICES, INC.
5950 Sherry Lane, Suite 750
Dallas, Texas 75225

 Individual Association
 General Partnership Limited Partnership
 Corporation -Delaware
 Other
 Citizenship

3. Interest Conveyed:
 Assignment Change of Name
 Security Agreement Merger
 Other

If not domiciled in the United States, a domestic representative designation is attached:
 Yes
 No

Effective Date: August 4, 2002

4. Application number(s) or registration number(s). Additional sheet attached? Yes X No
A. Trademark Application No.(s)
76/275,392
B. Trademark Registration No.(s)
2,563,360; 2,697,051

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

Name: Bradley P. Williams, Esq.
Baker Botts L.L.P.
Street Address: 2001 Ross Avenue, Suite 600
City: Dallas
State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: 3
7. Amount of fee enclosed or authorized to be charged: \$90
8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):
50-2147

02/11/2004 MGETACHE 00000056 76275392 DO NOT USE THIS SPACE
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02 FC:8522 50.00 DP

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.
Bradley P. Williams [Signature] 1/28/04
Name of Person Signing Signature Date
Total number of pages including cover sheet 4

OMB No. 0651-0011 (exp. 4/94) Do not detach this portion

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Commissioner of Patent and Trademarks 01-29-2004
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NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, VERTICAL ALLIANCE, INC. (hereafter "Assignor"), a Delaware corporation, having an address of 190 West Germantown Pike, Suite 210, Norristown, Pennsylvania 19401, is the owner of all right, title and interest in and to the Trademark Applications set forth on Schedule A attached hereto, and the marks therefor (hereafter the "Marks"); and

WHEREAS, ARENA TICKET SERVICES, INC. (hereafter "Assignee"), a Delaware corporation, having an address of 5950 Sherry Lane, Suite 750, Dallas, Texas 75225, did acquire all right, title and interest in and to the Marks together with the goodwill of the business symbolized thereby, and all associated trademark applications and registrations related thereto, as a successor to the business of Assignor or portion to which the Marks pertain and which business is ongoing and existing, as the result of a transfer of certain assets having occurred on or about August 4, 2002.

NOW, THEREFORE, for \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over *nunc pro tunc* to Assignee, its successors, assigns and legal representatives, the entire right, title and interest in and to the Marks together with the goodwill of the business symbolized by the Marks, and all associated trademark applications and registrations related thereto throughout the world;

Assignor also assigns unto Assignee all claims for damages by reason of infringement prior to the assignment date of the Marks throughout the world, with the right to sue for and

collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, Assignor and its duly authorized representative has caused this Trademark Assignment to be executed on the date and in the capacity shown below.

VERTICAL ALLIANCE, INC.

By: *Robert T. Cooper*
Robert T. Cooper
Its: President and Chief Executive Officer
Date: *1/24/04*

STATE OF *PA*
COUNTY OF *Chester*

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Before me, the undersigned, a Notary Public on this day personally appeared ROBERT T. COOPER, to me known and known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said VERTICAL ALLIANCE, INC., a Delaware corporation, and that he had executed the same as the act of such company for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, the *24* day of *Jan*, 2004.

Commonwealth Of Pennsylvania
Notarial Seal
Dawn M. Sinnerard, Notary Public
Phoenixville Boro, Chester County
My Commission Expires May 19, 2007
Member, Pennsylvania Association Of Notaries

[SEAL]

Dawn M Sinnerard
Notary Public in and for
the State of *PA*

SCHEDULE A

<u>Registration No.</u>	<u>Issue Date</u>	<u>Mark</u>
2,563,360	April 23, 2002	VERTICAL TRACKER
2,697,051	18 Mar 2003	VERTICAL ALLIANCE

<u>Serial No.</u>	<u>Filing Date</u>	<u>Mark</u>
76/275,392	21 Jun 2001	FAN TRACKER
76/294,033	02 Aug 2001	TURNING CUSTOMERS INTO FANS
76/297,933	09 Aug 2001	VERTICAL TICKETING

DAL01:761810.1

RECORDED: 01/29/2004

TRADEMARK
REEL: 002912 FRAME: 0362