

ASSIGNMENT

This Assignment is made this 21st day of September 2004, by and between Beyond.com Corporation, a Delaware corporation ("Assignor") on the one hand, and BeyondROI, LLC, a Florida limited liability company ("Assignee") on the other hand.

WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement dated June 23, 2004 (the "Purchase Agreement"), pursuant to which Assignors have agreed, *inter alia*, to assign to Assignee all of Assignor's trademarks, trade names and service marks, including, without limitation, all trademarks, trade names and service marks of Assignor identified on Schedule A hereto (together with all accompanying good will and all corresponding United States and foreign trademark registrations therefor, including all rights to sue and recover for past infringement (collectively, the "Trademarks");

WHEREAS, pursuant to the Purchase Agreement, Assignee wishes to acquire and Assignor wish to assign its entire right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:


1. Assignor hereby sells, transfers, conveys, and assigns to Assignee all right, title and interest in and to the Trademarks.
2. Assignor agrees to execute all documents and assist in all proceedings to perfect, register, or record the rights of the Assignee in and to the Trademarks as Assignee may deem appropriate up to and until a final decree is entered closing the Assignor's bankruptcy case.

IN TESTIMONY WHEREOF, Assignor and Assignee have caused this Assignment to be executed and delivered by its duly authorized officers this 21st day of September, 2004.

BEYOND.COM CORPORATION

By 
John P. Barratt, Responsible Person

BEYONDR0I, LLC

By: 
Richard J. Pollack, President

SCHEDULE A

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TRADEMARK BUREAU FOR
 BEYOND.COM CORPORATION
 Client Number: 41588
 Prepared on: 12/13/2001

Matter No.	Mark Serial/Registration Number	Country	Class/Conditions and Services	Status
41588-24001.00	BEYOND.COM Serial No. 75922,845	United States	CLASS: 9 A full line of computer software and electronic user manuals sold as a unit and a full line of downloadable publications in the nature of instructional books in the field of computer software	Pending App. Date 7/10/1998 Response Filed 8/14/2001 Request to Divide Completed 11/17/2001
41588-24001.01	BEYOND.COM Serial No. 75711,965	United States	CLASS: 37 Maintenance of computer hardware via a global computer network CLASS: 42 Installation of computer software via a global computer network; maintenance of computer software via a global computer network	Pending App. Date 5/21/1999 Published 8/8/2000 Allowance Issued 10/11/2000 SOE/3rd Ext Due 4/10/2002
41588-24001.03	BEYOND.COM Serial No. 76022,025	United States	CLASS: 42 Designing and developing websites for others	Pending App. Date 4/10/2000 Suspended 9/28/2001
41588-24001.04	BEYOND.COM Serial No. 75928,682	United States	CLASS: 35 On-line retail services featuring a full line of computer software and accompanying manuals, music, books, computer hardware, computer peripherals, printers, CPUs, and audio and video products, cassettes, CD-ROMs, and DVDs; on-line ordering services featuring a full line of computer software and accompanying manuals, music, books, computer hardware, computer peripherals, printers, CPUs, and audio and video products, cassettes, CD-ROMs, and DVDs	Pending Divisional App. Date 7/10/1998 Response Due 5/17/2002

Trademark Office Member Countries: Austria, Belgium (Belgium), The Netherlands & Luxembourg), Denmark, Finland, France, Germany, Greece, Ireland, Italy, Portugal, Spain and United Kingdom

Morrison & Foerster LLP