

05-27-2004

FORM PTO-1594
(Rev. 6-93)

5/25/04

RECC



102763579

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Shoedini.com, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-State Delaware

Other _____

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

2. Name and address of receiving party(ies):

Name: eBags, Inc.

Internal Address: _____

Street Address: 6060 Greenwood Plaza Blvd. Suite 110

City: Greenwood Village State: CO ZIP 80111

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: April 21, 2004

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

(Designation 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)

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 2,518,297, 2,433,673 and 2,433,674

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

Name: Cooley Godward LLP

Internal Address: Attn: Andrew Hartman, Esq.

Street Address: 380 Interlocken Crescent, Suite 900

City: Broomfield State: Colorado ZIP 80021

6. Total number of applications and registration involved:
3

7. Total fee (37 CFR 3.41):.....
\$ 90.00

Enclosed
 Authorized to be charged to deposit account


MAY 25 11 7:20 AM
OPR/FINANCE

8. Deposit account number: _____

(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.


Andrew Hartman, Esq. May 11, 2004
Date

Total number of pages including cover sheet, attachments, and document: 3

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

05/26/2004 MGETACHE 00000010 2518197

01 FC:8521 40.00 OP
02 FC:8522 50.00 OP

TRADEMARK
REEL: 002975 FRAME: 0450

ASSIGNMENT OF TRADEMARKS

WHEREAS, SHOEDINI.COM, INC., a Virginia corporation ("Assignor") having an office at 1516 North Parham Road, Richmond, Virginia 23229 has adopted, used and is using the trademark(s) and/or is owner of the intent to use trademark application(s) identified in Exhibit A hereto (the "Trademarks"), which Trademarks are applied for or registered in the United States Patent and Trademark Office and the other foreign jurisdictions identified in Exhibit A; and

WHEREAS, EBAGS, INC., a Delaware corporation ("Assignee") having an office at 6060 Greenwood Plaza Blvd., Suite 110, Greenwood Village 80111, is desirous of acquiring said trademarks and the registrations thereof; and

WHEREAS, Assignor and Assignee have executed that certain Agreement and Plan of Merger dated as of April 21, 2004, the terms and conditions of which are incorporated by reference herein and made a part hereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, effective April 21, 2004, all right, title, and interest in and to said Trademarks together with the goodwill of the business symbolized by said Trademarks and the identified application(s) and/or registration(s) thereof.

Dated this 21st day of April, 2004

/s/ SHOEDINI.COM, INC., a Virginia corporation

By: Jon Nordmann

Name: Jon Nordmann

Title: CEO

Subscribed and sworn before me

This 21st day of April, 2004

Carol A. Krepke

Notary Public

My commission expires: 12-12-2007

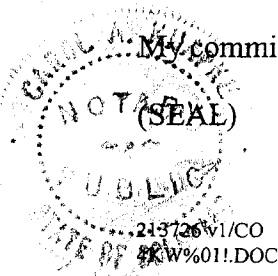


EXHIBIT A

Shoedini.com, Inc. Trademark Registrations and Applications

<u>Mark</u>	<u>Jurisdiction</u>	<u>IC</u>	<u>Application Number</u>	<u>Application File Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Next Action</u>	<u>Action Due</u>	<u>First Use Date</u>
Shoedini.com	Canada	35; 42	1,057,853	05/08/2000	*	*	*	*	12/03/1999
Shoedini	Canada	35; 42	1,057,822	05/08/2000	562,364	05/23/2002	File Renewal – Foreign	05/23/2017	12/03/1999
The Magical Way to Buy Shoes	Canada	35; 42	1,057,823	05/05/2000	571,184	11/25/2002	File Renewal – Foreign	11/25/2017	12/03/1999
Shoedini.com	EU	18; 25; 35	001649045	05/10/2000	1,649,045	07/23/2002	File Renewal – Foreign	05/10/2010	
Shoedini	EU	18; 25; 35	001648658	05/10/2000	1,648,658	07/22/2002	File Renewal – Foreign	05/10/2010	
The Magical Way to Buy Shoes	EU	18; 25; 35	001648674	05/10/2000	1,648,674	03/23/2002	File Renewal – Foreign	05/10/2010	
Shoedini.com	US	35	75/794,090	09/07/1999	2,518,297	12/11/2001	File 8 & 15	12/11/2007	12/01/1999
Shoedini	US	35	76,031,326	04/21/2000	2,433,673	03/06/2001	File 8 & 15	03/06/2007	12/03/1999
The Magical Way to Buy Shoes	US	35	76/031,327	04/21/2000	2,433,674	03/06/2001	File 8 & 15	03/06/2007	12/03/1999