

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ULTIMATE ELECTRONICS, INC.		04/20/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ULTIMATE ACQUISITION PARTNERS, L.P.		
Street Address:	321 West 84th Avenue		
Internal Address:	Suite A		
City:	Thornton		
State/Country:	COLORADO		
Postal Code:	80260		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	1421536	AUDIO KING	
Registration Number:	1896493	FAST TRAK	
Registration Number:	1949352	ULTIMATE ELECTRONICS	
Registration Number:	2344610	SIMPLE SOLUTION	
Registration Number:	2678275	ULTIMATE ELECTRONICS	
Registration Number:	2794953	ULTIMATE BUY	
Registration Number:	2797515	EXPERIENCE MORE	
Registration Number:	2832192	ULTIMATE ELECTRONICS EXPRESS	
Registration Number:	2923407	EXPERIENCE MORE WITHOUT PAYING MORE	
Registration Number:	2930710	TRUE BLUE GUARANTEES	
Serial Number:	78208766	BIG BLUE SALE	
Serial Number:	78317101	STAY AND PLAY	
Serial Number:	78317111	SIGHT SOUND AND SOURCES	
<div> <div>900023553</div> <div> <div>TRADEMARK</div> <div>REEL: 003071 FRAME: 0517</div> </div> </div>			

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Serial Number:	78317119	EXPERIENCE THE COMPLETE HOME THEATER
Serial Number:	78317334	BIG NAMES. LITTLE PRICES. GUARANTEED.
Serial Number:	78347064	RED CARPET SERVICE
Serial Number:	78365703	THE ULTIMATE BASEMENT
Serial Number:	78427798	TECHNOLOGY CONCIERGE
Serial Number:	78427838	ELECTRONICS AMENITIES
Serial Number:	78536594	DISCOVER THE ULTIMATE EXPERIENCE
Serial Number:	78570231	TECHNOLOGY CONCIERGE
Registration Number:	2321456	SOUNDTRACK

CORRESPONDENCE DATA

Fax Number: (214)661-4691

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214.953.6500

Email: b.k.drinkwater@bakerbotts.com

Correspondent Name: Baker Botts L.L.P.

Address Line 1: 2001 Ross Avenue

Address Line 2: Suite 600

Address Line 4: Dallas, TEXAS 75201

NAME OF SUBMITTER:	B. K. Drinkwater
Signature:	/B.K. Drinkwater/
Date:	04/22/2005

Total Attachments: 6

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Execution Copy

TRADEMARK ASSIGNMENT

WHEREAS, ULTIMATE ELECTRONICS, INC., a Delaware corporation, having an address of 321A West 84th Ave., Thornton, Colorado 80221 (hereafter "Assignor") is the owner of all right, title and interest in and to the domestic marks set forth on Exhibit A attached hereto (hereafter the "Marks") and the related trademark registrations and pending applications; and

WHEREAS, ULTIMATE ACQUISITION PARTNERS, L.P., a Delaware limited partnership, having an address of 321 West 84th Avenue, Suite A, Thornton, Colorado 80260 (hereafter "Assignee") desires to acquire all right, title and interest in and to the Marks and in and to the related registrations and pending applications therefor together with the goodwill of the business symbolized by the Marks throughout the world, assignee being a successor to the business of Assignor, or portion thereof, to which the Marks pertain and which business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over to Assignee, its successors, assigns and legal representatives, the Assignor's entire right, title and interest in and to the Marks and the related registrations and applications therefor, together with the goodwill of the business symbolized by the Marks throughout the world.

Assignor also assigns unto Assignee all Assignor's 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.

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IN WITNESS WHEREOF, the Parties and their duly authorized representatives have caused this Trademark Assignment to be executed on the date and in the capacity shown below.

ULTIMATE ELECTRONICS, INC.

Printed Name: _____

Its: _____

Date: _____, 2005

ULTIMATE ACQUISITION PARTNERS, L.P.

By: ULTIMATE ACQUISITION LLC.

Its: General Partner

By: 

Mark J. Wattles

Its: Member

Date: April 20, 2005

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STATE OF _____)
 COUNTY OF _____)

Before me, the undersigned, a Notary Public on this day personally appeared _____, 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 ULTIMATE ELECTRONICS, INC., a corporation, and that he/she had executed the same as the act of such corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this _____ day of April, 2005.

Notary Public, State of _____

Printed Name _____

My Commission Expires: _____

[SEAL]

STATE OF Oregon)
 COUNTY OF Clackamas)

Before me, the undersigned, a Notary Public on this day personally appeared Mark J. Wattles, 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 ULTIMATE ACQUISITION LLC, General Partner of ULTIMATE ACQUISITION PARTNERS, L.P., a limited partnership, and that he had executed the same as the act of such limited partnership for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 20 day of April, 2005.



Karen L. Thorsfeldt
 Notary Public, State of Oregon

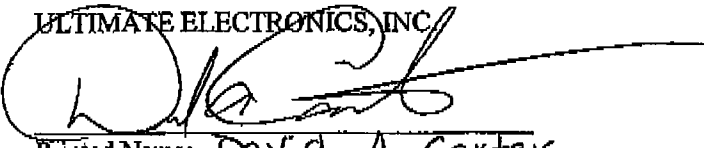
Printed Name Karen L. Thorsfeldt
 My Commission Expires: 11-11-08

[SEAL]

DAL01:848399

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IN WITNESS WHEREOF, the Parties and their duly authorized representatives have caused this Trademark Assignment to be executed on the date and in the capacity shown below.

ULTIMATE ELECTRONICS, INC.

Printed Name: David A. Carter
Its: CEO
Date: _____, 2005

ULTIMATE ACQUISITION PARTNERS, L.P.

By: ULTIMATE ACQUISITION LLC.
Its: General Partner

By: _____
Mark J. Wattles
Its: Member

Date: _____, 2005

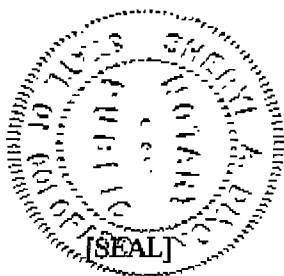
DAL01:848399

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STATE OF Colorado)
)
 COUNTY OF Adams)

Before me, the undersigned, a Notary Public on this day personally appeared David A. Carter, 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 ULTIMATE ELECTRONICS, INC., a corporation, and that he/she had executed the same as the act of such corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 20 day of April, 2005.



Sherel A. Dixon
 Notary Public, State of Colorado
Sherel A. Dixon
 Printed Name
 My Commission Expires: 3/4/2008

STATE OF _____)
)
 COUNTY OF _____)

Before me, the undersigned, a Notary Public on this day personally appeared Mark J. Wattles, 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 ULTIMATE ACQUISITION LLC, General Partner of ULTIMATE ACQUISITION PARTNERS, L.P., a limited partnership, and that he had executed the same as the act of such limited partnership for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this _____ day of April, 2005.

 Notary Public, State of _____

 Printed Name
 My Commission Expires: _____

[SEAL]

DAL01:848399

EXHIBIT A TO TRADEMARK ASSIGNMENT**Issued US. Trademark Registrations**

Registration No.	Issue Date	Mark
1,421,536	16 Dec 1986	AUDIO KING
1,896,493	30 May 1995	FAST TRAK
1,949,352	16 Jan 1996	ULTIMATE ELECTRONICS (Stylized)
2,321,456	22 Feb 2000	SOUNDTRACK
2,344,610	25 Apr 2000	SIMPLE SOLUTION
2,678,275	21 Jan 2003	ULTIMATE ELECTRONICS
2,794,953	16 Dec 2003	ULTIMATE BUY (Stylized)
2,797,515	23 Dec 2003	EXPERIENCE MORE
2,832,192	13 Apr 2004	ULTIMATE ELECTRONICS EXPRESS
2,923,407	01 Feb 2005	EXPERIENCE MORE WITHOUT PAYING MORE
2,930,710	08 Mar 2005	TRUE BLUE GUARANTEES

Pending U.S. Trademark Applications

Serial No.	Filing Date	Mark
78/208,766	30 Jan 2003	BIG BLUE SALE
78/317,101	22 Oct 2003	STAY AND PLAY
78/317,111	22 Oct 2003	SIGHT SOUND AND SOURCES
78/317,119	22 Oct 2003	EXPERIENCE THE COMPLETE HOME THEATER
78/317,334	22 Oct 2003	BIG NAMES. LITTLE PRICES. GUARANTEED.
78/347,064	31 Dec 2003	RED CARPET SERVICE
78/365,703	10 Feb 2004	THE ULTIMATE BASEMENT
78/427,798	01 Jun 2004	TECHNOLOGY CONCIERGE
78/427,838	01 Jun 2004	ELECTRONICS AMENITIES
78/536,594	21 Dec 2004	DISCOVER THE ULTIMATE EXPERIENCE
78/570,231	18 Feb 2005	TECHNOLOGY CONCIERGE