

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
OnRebate.com, Inc.	FORMERLY Systemax Retail Sales, Inc.	08/03/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Systemax Inc.		
<b>Street Address:</b>	11 Harbor Park Drive		
<b>City:</b>	Port Washington		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11050		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2296799	PROTEVA	
Registration Number:	2296800	PROTEVA, THE CUSTOM COMPUTER COMPANY	
Registration Number:	2296854	PROTEVA	
Registration Number:	2297027	PROTEVA, THE CUSTOM COMPUTER COMPANY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)806-2560		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-806-5400		
<b>Email:</b>	afisher@stroock.com		
<b>Correspondent Name:</b>	Laura E. Goldbard		
<b>Address Line 1:</b>	180 Maiden Lane		
<b>Address Line 2:</b>	Stroock & Stroock & Lavan LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10038-4982		
<b>ATTORNEY DOCKET NUMBER:</b>	357032/265		

CH \$115.00 2296799

NAME OF SUBMITTER:	Laura E. Goldbard
Signature:	/laura e. goldbard/
Date:	08/04/2006
Total Attachments: 3 source=OnRebate#page1.tif source=OnRebate#page2.tif source=OnRebate#page3.tif	

## ASSIGNMENT OF TRADEMARKS

WHEREAS, OnRebate.com, Inc., formerly known as Systemax Retail Sales, Inc., a Delaware Corporation, located and doing business at 11 Harbor Park Drive, Port Washington, New York 11050 (hereinafter referred to as "ASSIGNOR"), is the owner of the trademarks and the record owner of the Trademark Registrations listed in Schedule A (hereinafter collectively referred to as the "TRADEMARKS");

WHEREAS, Systemax Inc., a Delaware Corporation, located and doing business at 11 Harbor Park Drive, Port Washington, New York 11050 (hereinafter referred to as "ASSIGNEE"), did acquire all of the rights, title and interest of ASSIGNOR in, to and under the TRADEMARKS, together with the portion of the goodwill of the business associated with the TRADEMARKS;

NOW THEREFORE, for good and valuable consideration by it received, the said ASSIGNOR confirms that as of October 19, 1999, it had sold, assigned and set over unto the said ASSIGNEE all its rights, title and interest in and to the aforesaid TRADEMARKS and the registrations relating thereto, together with the goodwill, with the intent that such TRADEMARKS and registrations shall be fully vested in the said ASSIGNEE, its successors and assigns, as and from October 19, 1999.

ASSIGNOR acknowledges that upon execution of this Assignment, ASSIGNEE shall be the exclusive owner of the TRADEMARKS and the portion of the goodwill associated therewith; and


ASSIGNOR did also hereby sell, assign, transfer and set over unto ASSIGNEE, its successors, legal representatives and assigns all claims for damages by reason of past infringement of the TRADEMARKS, the right to sue for and collect the same for its own use and enjoyment and the use and enjoyment of its successors, assigns or other legal representatives; and

ASSIGNOR further authorizes the Commissioner of Patents and Trademarks of the United States, and any official of any country foreign to the United States, whose duty it is to record trademark registrations, applications and title thereto, to record the TRADEMARKS and title thereto as the property of the ASSIGNEE, its successors, legal representatives and assigns in accordance with the terms of this instrument.

IN WITNESS WHEREOF, the parties have hereunto executed this instrument under the hands of their proper officers duly authorized in that behalf.

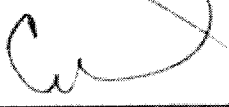
ONREBATE.COM, INC. formerly known as  
SYSTEMAX RETAIL SALES, INC.

Dated: Aug. 3, 2006

By:   
Name: Curt Rush  
Title: Secretary

SYSTEMAX INC.

Dated: Aug. 3, 2006

By:   
Name: Curt Rush  
Title: Secretary

<b>Registration No.</b>	<b>Trademark</b>
2,296,799	PROTEVA
2,296,800	PROTEVA, THE CUSTOM COMPUTER COMPANY
2,296,854	PROTEVA
2,297,027	PROTEVA, THE CUSTOM COMPUTER COMPANY