

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
Shop.com, Inc.		12/29/2010	CORPORATION:

RECEIVING PARTY DATA

Name:	Shop MA, Inc.
Street Address:	3301 NE First Avenue, PH5
City:	Miami Beach
State/Country:	FLORIDA
Postal Code:	33137
Entity Type:	CORPORATION: <u>FLORIDA</u>

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	77185728	ALL YOUR FAVORITE STORES. ONECART CONVENIENCE.
Serial Number:	77143083	CART ME AWAY
Serial Number:	75506409	CATALOG CITY
Serial Number:	75355928	CATALOG CITY
Serial Number:	77441683	CATALOG LINK
Serial Number:	77439507	CATALOGLINK
Serial Number:	75032364	FREESHOP
Serial Number:	74438683	MAC2WIN
Serial Number:	77020811	ONECART
Serial Number:	78800012	SHOP · COMPANION
Serial Number:	78375588	SHOP COM
Serial Number:	78805577	SHOP.COMPANION
Serial Number:	77944639	SHOPCOMPANION
Serial Number:	77278979	THE SHOPPING VINE

OP \$365.00 77165728

USPTO

1/26/2011 1:34:32 PM

PAGE

5/015

Fax Server

TO: RYAN S. LUFT COMPANY: 1302 PLEASANT RIDGE RD.

CORRESPONDENCE DATA

Fax Number: (336)805-0162

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

Email: trademarks@marketamerica.com

Correspondent Name: Ryan S. Luft

Address Line 1: 1302 Pleasant Ridge Rd.

Address Line 4: Greensboro, NORTH CAROLINA 27409

NAME OF SUBMITTER:	Ryan S. Luft
Signature:	/Ryan S. Luft/
Date:	01/07/2011
Total Attachments: 10 source=Exhibit E - Trademark Assignment#page1.tif source=Exhibit E - Trademark Assignment#page2.tif source=Exhibit E - Trademark Assignment#page3.tif source=Exhibit E - Trademark Assignment#page4.tif source=Exhibit E - Trademark Assignment#page5.tif source=Exhibit E - Trademark Assignment#page6.tif source=Exhibit E - Trademark Assignment#page7.tif source=Exhibit E - Trademark Assignment#page8.tif source=Exhibit E - Trademark Assignment#page9.tif source=Exhibit E - Trademark Assignment#page10.tif	

Final

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Trademark Assignment") is between **SHOP.COM** (the "Assignor"), a California corporation with a place of business at 455 Canyon Del Rey Blvd, #331, Monterey, CA 93940, and **SHOP MA, Inc.** (the "Assignee"), a Florida corporation having a place of business at 3301 NE First Avenue, PH5, Miami Beach, Florida 33137.

WHEREAS, in connection with and pursuant to the certain Asset Purchase Agreement by and between the Assignee and Assignor dated December 31, 2010 (the "Asset Purchase Agreement"), Assignee is acquiring from Assignor the entire right, title and interest in and to the trademarks set forth on Attachment 1 (the "Marks"), and in and to any renewals and extensions that may be granted thereon, along with the goodwill developed through the use of the Marks;

WHEREAS, Assignor represents it has the right, power, and authority to execute, deliver and perform this Trademark Assignment; and

WHEREAS, this Trademark Assignment is the trademark assignment referred to in Section 3.2(c) of the Asset Purchase Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, its successors, legal representatives and assigns, the entire right, title, and interest in and to the Marks, and all rights and privileges therein, and in and to any renewals and extensions that may be granted thereon and the goodwill developed through the use of the Marks.

ASSIGNOR hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any official of any country or countries foreign to the United States, whose duty it is to issue trademarks or other evidence or similar forms of industrial property protection on applications covering such Marks, to issue the same to Assignee, its successors, legal representatives and assigns, in accordance with the terms of this Trademark Assignment, and hereby grants the attorney of record the power to insert on this Trademark Assignment any further identification of the registered trademarks and the pending applications set forth on Attachment 1 hereto that is necessary under the rules of the United States Patent and Trademark Office, and the office of any country or countries foreign to the United States, for recordation of this Trademark Assignment, and agrees, without further consideration, at Assignee's expense, to execute and deliver such other documents that Assignee, its successors, legal representatives and/or assigns may reasonably request that are necessary

USPTO

1/26/2011 1:34:32 PM

PAGE

7/015

Fax Server

TO: RYAN S. LUFT COMPANY: 1302 PLEASANT RIDGE RD.

under the rules of the United States Patent and Trademark Office, and the office of any country or countries foreign to the United States, for recordation of this Trademark Assignment; provided that Assignee shall be solely responsible for performing all activities in connection with recordation of this Trademark Assignment with the United States Patent and Trademark Office, and the office of any country or countries foreign to the United States.

Capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Asset Purchase Agreement.

[Remainder of Page Left Intentionally Blank]

USPTO

1/26/2011 1:34:32 PM

PAGE 10/015

Fax Server

TO: RYAN S. LUFT COMPANY: 1302 PLEASANT RIDGE RD.

Attachment 1

The following registered trademarks and applications, as well as any other Trademarks that may be owned by Company on Closing.

Trademarks	Application Number	Int'l Class	Jurisdiction
ALL YOUR FAVORITE STORES, ONECART CONVENIENCE	77165728	35	US
ALTURA	EE971587	09, 42	Tunisia
CART ME AWAY	970693AU	35, 41	Australia
CART ME AWAY	970693EM	35, 41	European Union
CART ME AWAY	77143083	35, 41	United States
CART ME AWAY	970693	35, 41	WIPO
CATALOG CITY (& Design)	1040571		Canada
CATALOG CITY (& Design)	75506409	35	United States
CATALOG CITY and design	H11-58141	35	Japan
CATALOG CITY	1040572		Canada
CATALOG CITY	1239813	35, 39	European Union
CATALOG CITY	H11-55941	35	Japan
CATALOG CITY	75355926	35	United States
CATALOG LINK and design	77441683	35	United States
CATALOGLINK	77439507	35, 42	United States
CATALOGUE CITY	2555990	35	United Kingdom
FRESHOP	75032364	35	United States
MAC2WIN	74438683	9	United States
MYSTORES	EE982062	35	Tunisia
ONECART	77020811	35	United States
PRODUCT CITY	H11-118607	35	Japan
PRODUCT CITY	605602	35	New Zealand
SHOP COMPANION (Stylized)	78800012	9	United States

USPTO

1/26/2011 1:34:32 PM

PAGE 11/015

Fax Server

TO: RYAN S. LUFT COMPANY: 1302 PLEASANT RIDGE RD.

SHOP.COM & old design	3783669	35,38,42	EU
SHOP.COM & old design	78375588	35	US
SHOP.COM(& Old Design)	375652004	35	Japan
SHOP.COMPANION	5231147	9	EU
SHOP.COMPANION	78805577	9	US
SHOPCOMPANION	1053031GB	35	United Kingdom
SHOPCOMPANION	77944639	35	US
SHOPCOMPANION	1053031	35	WIPO
THE SHOPPING VINE	6750384	35, 38, 41	European Union
THE SHOPPING VINE	77278979	035, 038, 041	US

Domain	Host
1800Amazing.com	NetSol
800AMAZING.COM	NetSol
allmalls.com	NetSol
AllMyOnlineStores.com	NetSol
AllNewSoftware.com	NetSol
allstores.com	NetSol (xfer)
allthemalls.com	NetSol
amazingdeals.com	NetSol
amos.com	NetSol
amostools.com	NetSol
b2bcatalogs.com	NetSol
BigSurBooks.com	NetSol
BigSurMedia.com	NetSol
BigSurMovies.com	NetSol
blogyourdeal.com	NetSol
carecode.com	NetSol
carecodes.com	NetSol
cartmeaway.com	NetSol
cartmeaway.net	NetSol
cartmeaway.org	NetSol

TO: RYAN S. LUFT COMPANY: 1302 PLEASANT RIDGE RD.

catalogcity.co.uk	www.123-reg.co.uk
catalogcity.com	NetSol
CATALOGCITY.MOBI	Dotster
catalogcity.net	NetSol
catalogcity.org	NetSol
cataloglink.com	NetSol
catalog-link.com	NetSol
CATALOGLINK.MOBI	Dotster
catalogories.com	NetSol
catalogory.com	NetSol
catalogs4you.com	NetSol
catalogshop.com	NetSol
catalogsite.com	NetSol
cataloguecity.co.uk	www.123-reg.co.uk
cataloguecity.com	NetSol
cataloguecity.org	NetSol
ccmos.com	NetSol
clip2card.com	NetSol
cliptocard.com	Netsol
couponvine.net	NetSol
donationcity.com	NetSol
DwellVine.com	NetSol
EGIFT.MOBI	Dotster
ENDLESSPOINTSPROGRAM.COM	NetSol
ENDLESSPOINTSREWARDS.COM	NetSol
ENDLESSPOINTSREWARDS.MOBI	Dotster
ENDLESSPOINTSREWARDSPROGRAM.MOBI	Dotster
freeshop.com	NetSol
FREESHOP.MOBI	Dotster
freeshopcoupons.com	NetSol (was Register.com)
GadgetteVine.com	NetSol

USPTO

1/26/2011 1:34:32 PM

PAGE 13/015

Fax Server

NO: RYAN S. LUFT COMPANY: 1302 PLEASANT RIDGE RD.

giftlink.com	NetSol
GlammeVine.com	NetSol
HIPTIPZ.COM	NetSol
HIPTRIPZ.COM	NetSol
kuuru.com	NetSol
mac2winsoftware.com	NetSol
mac2winsoftware.net	NetSol
macx2win.com	Netsol
MallOfTheWeb	NetSol
MerchantHits.com	NetSol
moretimeforjoy.com	NetSol
MyCityHits.com	NetSol
myshopcompanion.com	NetSol
myshopcompanion.net	NetSol
OneCart.biz	NetSol
OneCart.com	NetSol
ONECART.MOBI	Dotster
OneCart.net	NetSol
OneCart.org	NetSol
productcity.com	NetSol
producthits.com	NetSol
SAVE-GREEN-LIVE-GREEN.COM	NetSol
SAVEGREEN-LIVEGREEN.COM	NetSol
SAVEGREENSHOPGREEN.COM	NetSol
SAVVYSHOPPERBLOG.COM	NetSol
shop.com	Dotster
Shop10List.com	Netsol
shopatabout.com	NetSol
shopcom.co.uk	www.123-reg.co.uk
shop-com.co.uk	www.123-reg.co.uk
shopcom.jp	Active

USPTO

1/26/2011 1:34:32 PM

PAGE 14/015

Fax Server

NO: RYAN S. LUFT COMPANY: 1302 PLEASANT RIDGE RD.

shop-com.mobi	GoDaddy
shopcompanion.co.uk	www.123-reg.co.uk
shopcompanion.com	NetSol
ShopCompensation.com	NetSol
SHOPDOTCOMPANION.COM	NetSol
SHOPEMERGENCY.COM	NetSol
Shopespanol.com	NetSol
shopgadget.net	NetSol
shopinions.co.uk	www.123-reg.co.uk
shoplookbook.com	NetSol
SHOPNEWSLETTERS.COM	NetSol
shoppinghits.com	NetSol
SHOPSTARNETWORK.COM	NetSol
SHOPSTARSNETWORK.COM	NetSol
ShopTenList.com	Netsol
SHOPTHETHREAD.COM	NetSol
SHOPTHETHREAD.NET	NetSol
ShopWithMyFriend.com	Netsol
ShopWithMyFriends.com	Netsol
SoleVine.com	NetSol
SponsoredLinkBlocker.com	NetSol
storecompanion.com	NetSol
StoreCut	NetSol
Storeexplorer.com	NetSol
StoreFlurry.com	NetSol
StoreGaga	NetSol
StoreOwl.com	NetSol
TheMallOfTheWeb.com	NetSol
thescouponvine.com	NetSol
TheShop10List.com	Netsol
theshoppingvine.co.uk	www.123-reg.co.uk
Theshoppingvine.com	NetSol

USPTO

1/26/2011 1:34:32 PM

PAGE 15/015

Fax Server

TO: RYAN S. LUFT COMPANY: 1302 PLEASANT RIDGE RD.

TheShopTenList.com	Netsol
TheStoreexplorer.com	NetSol
Worldofshop.com	Netsol
www.shop-com.ca	Mediafusion Inc.
www.catalogcity.com	NetSol