

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
Ritz Camera & Image, LLC		09/28/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Central Florida Yamaha, Inc.
Street Address:	730 U.S. 27 North
City:	Lake Placid
State/Country:	FLORIDA
Postal Code:	33852
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1798338	BOATER'S WORLD DISCOUNT MARINE CENTERS
Registration Number:	1801225	BOATER'S WORLD DISCOUNT MARINE CENTERS
Registration Number:	2509768	BOATERSWORLD.COM
Registration Number:	2539818	BOATER'S WORLD MARINE CENTERS
Registration Number:	2702558	SEA BOWLD
Registration Number:	2734510	AGAINST THE ELEMENTS
Registration Number:	2793999	
Registration Number:	2904024	OUTER BANKS OUTFITTERS
Registration Number:	2982733	BOATER'S WORLD MARINE CENTERS
Registration Number:	3147806	CAPTAIN'S CLUB
Registration Number:	3219796	BOATING MADE BETTER!
Registration Number:	3295984	OUTERBANKSOUTFITTERS.COM
Registration Number:	3462047	THE BOAT HOUSE AT BOATER'S WORLD
Registration Number:	3462049	DISCOVER THE ADVANTAGE!

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OP \$365.00 1798338

CORRESPONDENCE DATA

Fax Number: 7038367419

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (703) 836-6620

Email: bassam.ibrahim@bipc.com

Correspondent Name: Bassam N. Ibrahim

Address Line 1: P.O. Box 1404

Address Line 4: Alexandria, VIRGINIA 22313-1404

ATTORNEY DOCKET NUMBER:	0081911-000004
NAME OF SUBMITTER:	Bassam N. Ibrahim
Signature:	/Bassam N. Ibrahim/ /s/
Date:	03/22/2013

Total Attachments: 9

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ASSIGNMENT AND ASSUMPTION AGREEMENT

(Intellectual Property)

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Agreement") is made and entered into this 28th day of September, 2012, by and among Ritz Camera & Image, LLC, a Delaware limited liability company and Ritz Interactive, LLC, a Delaware limited liability company (collectively, "Assignor") and Central Florida Yamaha, Inc., a Florida corporation (the "Assignee").

WHEREAS, Assignor and Assignee are parties to an Asset Purchase Agreement dated September 24, 2012 (the "Purchase Agreement"), pursuant to which Assignor has agreed to sell, transfer, convey and deliver to Assignee and Assignee has agreed to purchase, accept and assume from Assignor all of Assignor's right, title and interest in and to the Purchased Assets;

WHEREAS, pursuant to the terms and conditions of the Purchase Agreement, Assignor desires to assign and transfer and Assignee desires to assume and accept all of Assignor's rights in the Intellectual Property identified on Schedule A attached hereto, in accordance with the terms, conditions, covenants, and agreements hereinafter set forth; and

WHEREAS, each of Assignor and Assignee deem it in their best interest to enter into this Agreement.

NOW, THEREFORE, in consideration of the foregoing premises, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Capitalized Terms. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Purchase Agreement.
2. Assignment and Assumption. Effective as of the date hereof and subject to the terms and conditions of the Purchase Agreement, Assignor hereby assigns, transfers, delivers and conveys to Assignee, and Assignee hereby accepts and assumes from Assignor, the entire right of Assignor in, to and under the Intellectual Property and the goodwill appurtenant thereto.
3. Binding Effect. This Agreement shall inure to the benefit of and be binding upon the parties hereto, and their successors and permitted assigns.
4. Additional Documents; Further Assurances. Assignor hereby agrees to execute, upon the request of Assignee, such additional documents, agreements and instruments as are necessary to register and otherwise give full effect to the rights of Assignee in and to the Intellectual Property under or to otherwise effectuate the intent of

this Agreement, including all documents necessary to record in the name of Assignee the assignment of the Intellectual Property with the United States Patent and Trademark Office, and any other appropriate foreign or international office or registrar, all at Assignee's sole cost and expense.

5. Modification and Waiver. No alterations or variations of the terms and provisions of this Agreement shall be valid unless made in writing and signed by all of the parties hereto or their successors or permitted assigns.

6. Governing Law and Jurisdiction. This Agreement shall be governed and controlled as to validity, enforcement, interpretation, construction, effect and in all other respects by the internal laws of the State of Delaware applicable to contracts made therein, without regard to rules of conflicts of law.

7. Purchase Agreement. This Agreement is delivered in connection with the Purchase Agreement and is subject to and shall be governed by the terms and conditions thereof. In the event of any ambiguity or inconsistency between the terms hereof and the terms of the Purchase Agreement, the terms of the Purchase Agreement shall prevail.

8. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same agreement. Facsimile or 'pdf' signatures shall be sufficient for execution of this Agreement.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Assignment and Assumption Agreement has been executed by the parties as of the date and year first above written.

ASSIGNOR:

RITZ CAMERA & IMAGE, L.L.C.

By: 

Marc Weinsweig
Chief Restructuring Officer

RITZ INTERACTIVE, LLC

By: 

Marc Weinsweig
Chief Restructuring Officer

ASSIGNEE:

Central Florida Yamaha, Inc.

By: 

Name: _____

Title: _____

Schedule A

Intellectual Property

(i) The trademarks, service marks, trade names, service names, brand names, all trade dress rights, logos, Internet domain names and corporate names and general intangibles of a like nature, together with the goodwill associated with any of the foregoing, and all applications, registrations and renewals thereof listed on Exhibit A attached hereto.

(ii) The domain names listed on Exhibit B attached hereto.

(iii) The opt-in customer lists related to BoatersWorld.com and eAngler.com.

(iv) To the extent owned by Sellers and deliverable to Purchaser, all web content and related graphics, pictures and images related to BoatersWorld.com.

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Exhibit A: Trademarks				
No.	Ser. Num.	Reg. Num.	Word Mark	Description
1	76590394	2982733	BOATER'S WORLD MARINE CENTERS	Retail, catalog, mail order catalog, and computerized on-line store services featuring marine products, namely, water sports equipment, fishing gear, marine electronics, anchors and hardware, cooking utensils, flags, charts, inflatable boats and tubes, sport, swim and safety apparel, shoes primarily for outdoor use, protective clear and pigmented coatings, cleaning products, tools and tool kits comprised of equipment for repairing motors and electrical maintenance, sunglasses, binoculars and telescopes, electric lights and accessories therefor, nylon anchor and dock line, inflatable boats, and boat covers.
2	76172681	2509768	BOATERSWORLD.COM	Online retail store services featuring marine products, namely, water sports equipment, fishing gear, boat electronics and hardware, cooking utensils, flags, charts, inflatable tubes, and sport and swim apparel.
3	78594154	3147806	CAPTAIN'S CLUB	Retail store services and mail order catalog services in the field of marine products, namely, water sports equipment, fishing gear, marine electronics, anchors and hardware, cooking utensils, flags, charts, inflatable boats and tubes, sport, swim and safety apparel, shoes primarily for outdoor use, protective clear and pigmented coatings, cleaning products, tools and tool kits comprised of equipment for repairing motors and electrical maintenance, sunglasses, binoculars and telescopes, electric lights and accessories therefor, nylon anchor and dock line, inflatable boats, and boat covers. Administration of a discount program for enabling participants to obtain discounts on marine products through use of a discount membership card.



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				Mail order catalog services featuring marine products, namely, water sports equipment, fishing gear, marine electronics, anchors and hardware, cooking utensils, flags, charts, inflatable boats and tubes, sport, swim and safety apparel, shoes primarily for outdoor use, protective clear and pigmented coatings, cleaning products, tools and tool kits comprised of equipment for repairing motors and electrical maintenance, sunglasses, binoculars and telescopes, electric lights and accessories therefor, nylon anchor and dock line, inflatable boats, and boat covers. On-line retail store services featuring marine products, namely, water sports equipment, fishing gear, marine electronics, anchors and hardware, cooking utensils, flags, charts, inflatable boats and tubes, sport, swim and safety apparel, shoes primarily for outdoor use, protective clear and pigmented coatings, cleaning products, tools and tool kits comprised of equipment for repairing motors and electrical maintenance, sunglasses, binoculars and telescopes, electric lights and accessories therefor, nylon anchor and dock line, inflatable boats, and boat covers. Retail stores featuring marine products, namely, water sports equipment, fishing gear, marine electronics, anchors and hardware, cooking utensils, flags, charts, inflatable boats and tubes, sport, swim and safety apparel, shoes primarily for outdoor use, protective clear and pigmented coatings, cleaning products, tools and tool kits comprised of equipment for repairing motors and electrical maintenance, sunglasses, binoculars and telescopes, electric lights and accessories therefor, nylon anchor and dock line, inflatable boats, and boat covers.
4	78810809	3219796	BOATING MADE BETTER!	
5	77339738	3462049	DISCOVER THE ADVANTAGE!	Retail store services featuring new boats, used boats, motors for boats, and boat parts and accessories. Maintenance and/or repair of boats and boat motors.
6	77339689	3462047	THE BOAT HOUSE AT BOATER'S WORLD	Retail store services featuring new boats, used boats, motors for boats, and boat parts and accessories. Maintenance and/or repair of boats and boat engines.
7	76578953	3295984	OUTERBANKSOUTFITTERS.COM	Retail, catalog, mail order catalog, and computerized on-line retail store services featuring marine products, namely, water sports equipment, fishing gear, marine electronics, anchors and hardware, inflatable boats and tubes, protective clear and pigmented coatings, cleaning products, tools and tool kits comprised of equipment for repairing motors and electrical maintenance, electric lights and accessories therefor, nylon anchor and dock line, and boat covers.
8	76444179	2734510	AGAINST THE ELEMENTS	Men's clothing, namely, pants, shirts, vests, hats, shorts, and jackets.



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9	76436794	2793999		Retail, catalog, mail order catalog, and computerized on-line store services featuring marine products, namely, water sports equipment, fishing gear, marine electronics, anchors and hardware, cooking utensils, flags, charts, inflatable boats and tubes, sport, swim and safety apparel, shoes primarily for outdoor use, protective clear and pigmented coatings, cleaning products, tools and tool kits comprising equipment for repairing motors and electrical maintenance, sunglasses, binoculars and telescopes, electric lights and accessories therefor, nylon anchor and dock line, inflatable boats, and boat covers.
10	76433932	2702558	SEA BOWLD	Protective clear and pigmented coatings in the nature of a corrosion inhibitor for industrial and marine usage. Cleaning products, namely, acid, alkaline, caustic and general cleaners and solvents for marine use on boats and boating accessories. Metal marine anchors, metal marine hardware, namely, hooks, latches, rail fittings, and hinges. Tool kits comprised of equipment for repairing motors and electrical maintenance, namely, sockets, wrenches, screwdrivers, hex keys, pliers, and utility knives. Optical goods, namely, binoculars and telescopes, and accessories therefor, namely, binocular and telescope cases and tripods. Electric lights for use on boats, namely, running, spot, underwater, flash, and dome lights, and accessories therefor, namely, extension cords, receptacles, plugs, and sockets. Nylon anchor and dock line. Shoes, namely, men's and women's deck, tennis, and other shoes primarily for outdoor use.
11	76141162	2539818	BOATER'S WORLD MARINE CENTERS	Retail store services in the field of marine products, namely water sports equipment, fishing gear, boat electronics and hardware, cooking utensils, flags, charts, inflatable tubes, and sport and swim apparel.
12	75282966	2904024	OUTER BANKS OUTFITTERS	Mail order and catalog and retail store services featuring fishing tackle, boating accessories, marine electronics and other related items including specialized apparel designed for or applicable to fishing and/or marine activities.
13	74326673	1801225	BOATER'S WORLD DISCOUNT MARINE CENTERS	Retail store services in connection with marine products; namely, water sports equipment, fishing gear, boat electronics and hardware, cooking utensils, flags, charts, inflatable tubes, and sport and swim apparel.
14	74326672	1798338	BOATER'S WORLD DISCOUNT MARINE CENTERS	Retail store services in connection with marine products; namely, water sports equipment, fishing gear, boat electronics and hardware, cooking utensils, flags, charts, inflatable tubes, and sport and swim apparel.

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Exhibit B: Domain Names	
No.	Domain Name
1	ceilingfansetc.com
2	ceilingfansandmore.com
3	ceilingfansonly.com
4	boatersworldgov.com
5	blminitopdeals.com
6	boatersworldauction.com
7	boatersworldproducts.com
8	fishingtradein.com
9	baotersworld.com
10	boatcoverdeals.com
11	boatcoverexperts.com
12	boatersworld.com
13	boatersworldauctions.com
14	boatersworlds.com
15	boatersworldstores.com
16	boaterworld.com
17	boatingalley.com
18	boatinginc.com
19	boatingonly.com
20	boatingtradein.com
21	outerbanksoutfitters.com
22	eangler.com
23	eangler.mobi
24	eangler.net
25	eangler.org
26	fishinginc.com
27	fishingnuts.com
28	fishingonly.com
29	flyfishingplus.com
30	eanglergov.com
31	sailingonly.com
32	sailingplus.com
33	seabowld.com
34	thebite.com



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35	musicalinstrumentsalley.com
36	musicalinstrumentsonly.com
37	800alawyer.com
38	giftsflowersandmore.com
39	recipsonly.com
40	golfingonly.com
41	ultimategems.com



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