

09-19-2000



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9-10-00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
06192000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
06192000

Name Foothill Capital Corporation

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name Nexstore, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4770 NW Boca Raton Blvd.

Address (line 2) Suite C

Address (line 3) Boca Raton

FL

33431

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization State of Florida

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 002140 FRAME: 0921

4-6-00

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="2,062,717"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Harvey Scholl, Esq.

9/5/00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT ("Assignment") is made this 19th day of June, 2000, by and between NEXSTORE, INC., a Florida corporation having its principal place of business at 2255 Glades Road, Suite 219A, Boca Raton, FL 33431 ("Borrower"), and FOOTHILL CAPITAL CORPORATION, a California corporation having its principal place of business at 400 Northpark Town Center, 1000 Abernathy Road, Suite 1450, Atlanta, GA 30328 ("Lender").

RECITALS

WHEREAS, Borrower and Lender had previously entered into a Security Agreement dated December 29, 1998 (the "Security Agreement"); and

WHEREAS, Borrower assigned all right, title, interest in, and the good will associated with United States Service Mark Registration No. 2,062,717 as collateral for the Security Agreement; and

WHEREAS, Borrower has fulfilled all of its obligations under the Security Agreement; and

WHEREAS, such compliance requires the execution, filing and recording of a reassignment in the United States Patent and Trademark Office.

NOW THEREFORE, in consideration of the foregoing and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lender hereby releases said Security Agreement and assigns to Borrower all right, title and interest in and to United States Service Mark Registration No. 2,062,717, together with the good will of the business symbolized by said service mark.

IN WITNESS WHEREOF, Borrower and Lender have duly executed this Assignment on the date set forth above.

BORROWER

NEXSTORE, INC.

By: *William H. Knight*
Printed Name: William H. Knight
Title: President

LENDER

FOOTHILL CAPITAL CORPORATION

By: *Christopher J. Carru*
Printed Name: Christopher J. Carru
Title: Vice President