

10-21-2002



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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
3RE.com, Inc. via foreclosure through
General Electric Capital Corporation

10-15-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Everett P. Hailey
Internal Address: _____
Street Address: 3440 Hollow Creek Road
City: Memphis State: TN Zip: 38125

Individual(s) citizenship United States
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Bill of Sale

Execution Date: March 27, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/013,517 and 76/011,284

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,531,364, 2,407,910 and 2,152,004

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Valerie Walsh Johnson, Esq.
Internal Address: _____
Street Address: 165 Madison Avenue, Suite 2000
c/o Baker, Donelson, Bearman & Caldwell
City: Memphis State: TN Zip: 38103

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account _____

8. Deposit account number:
08-1629

OFFICE OF PUBLIC RECORDS
2002 OCT 15 AM 11:56
FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Valerie Walsh Johnson, Esq. *Valerie Walsh Johnson* October 10, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 5

10/18/2002 LMUELLER 00000100 76013517
01 FC:8521 40.00 DP
02 FC:8522 100.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002601 FRAME: 0694

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that **General Electric Capital Corporation** ("Seller"), for good and valuable consideration of Five Hundred Dollars (\$500.00) in hand paid and other good and valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, does hereby GRANT, BARGAIN, SELL, TRANSFER, ASSIGN, CONVEY, AND DELIVER to Everett P. Hailey ("Purchaser") the personal property described in Exhibit A attached hereto and hereby incorporated by reference.

The undersigned Seller hereby covenants that it is holder of a Note executed by **3RE.COM, INC.** which is secured by Security Agreement conveying to Seller a Perfected security interest in the personal property described in Exhibit A. Seller further covenants that it has the right to sell the same as aforesaid pursuant to T.C.A. § 47-9-610, and that by delivery of this Bill of Sale, Seller is conveying to Purchaser good and marketable title to the personal property, free and clear of all liens, claims, and encumbrances, provided, however, that Purchaser accepts such personal property in its **"AS IS - WHERE IS"** condition with no implied warranties of merchantability or fitness for any particular purpose. The express warranty set forth above is in lieu of all other warranties, express or implied, including, without limitation, the implied warranties of merchantability or fitness for any particular purpose, all other representations to Purchaser, and all other obligations or liabilities.

TO HAVE AND TO HOLD, the personal property described in Exhibit A to Purchaser, or her heirs and assigns, to her own use and benefit forever.

the date indicated below.

DATE: 15 March 2002

GENERAL ELECTRIC CAPITAL CORPORATION

Seller

By: Eric R. Hubert

Its: Vice President

Date: 15 March 2002

Everett P. Healy, **Purchaser**

Date: 3/27/02

STATE OF Georgia
COUNTY OF Fulton

Personally appeared before me _____, a Notary Public in and for said State and County duly commissioned and qualified, _____, with whom I am personally acquainted, and who acknowledge upon oath that _____ executed the within instrument for the purposes therein contained and who further acknowledged that _____ is the _____ of GENERAL ELECTRIC CAPITAL CORPORATION ("Seller") and is authorized by the Seller to execute this instrument on behalf of the Seller.

Witness my hand, at office, this 15 day of March, 2002.

Carol Bartholomew
Notary Public

My Commission Expires:

~~Notary Public, Fulton County, Georgia
My Commission Expires Sept. 24, 2002~~

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, appeared Everett P. ^{Healy} ~~Healy~~ with whom I am personally acquainted (or proved on the basis of satisfactory evidence to be the person) and executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at office this 27th day of March, 2002.

Jennifer H. [Signature]
Notary Public

~~Notary Public, Shelby County, Tennessee
My Commission Expires May 17, 2003~~

My commission expires:

~~Notary Public, Fulton County, Georgia
My Commission Expires Sept. 24, 2002~~

LAW OFFICES
BAKER, DONELSON, BEARMAN & CALDWELL
 A PROFESSIONAL CORPORATION
 FIRST TENNESSEE BUILDING • 165 MADISON AVENUE
 SUITE 2000

MEMPHIS, TENNESSEE 38103

(901) 526-2000

Facsimile
 (901) 577-2303

EXHIBIT A

**THE PROPERTY
 THE FOLLOWING TRADEMARKS, ALONG WITH THE GOODWILL
 ASSOCIATED THEREWITH:**

MARK	REG/APP #	STATUS
B2BOUTFITTER	76/013517	Pending
VIRTUALLY NEW	76/011284	Pending
OEM2ORDER	75/928974	Pending
3RE.COM	75/813669	Pending
IMI LOGISTICS MANAGECCMENT @ INTERNET	2,407,910	Registered
LMI LOGISTICS MANAGEMENT, INC. (AND DESIGN)	1,950,234	Cancelled
COMPUTER CLOSEOUT CENTER (and Design)	2,152,004	Registered

INTERNET DOMAIN NAME REGISTRATIONS:

NAME	REGISTRAR	EXPIRATION DATE
b2boutfitter.com	Register.com	3/29/02
oem2order.com	Register.com	3/9/02
3re.com	Register.com	5/7/02

PATENT:

NAME	PATENT NO.	ISSUE DATE
Computer with modules readily replaceable by unskilled personnel	5,311,397	5/10/94

MEMORANDUM

Rhett Hailey

March 26, 2002

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COPYRIGHT:

NAME	REG. NO.	REG. DATE	PUB. DATE
TOTAL computer program	TX-3-789-149	2/25/94	12/28/92

M VWJ 643467 v1
789719-00001 03/26/2002

RECORDED: 10/15/2002

TRADEMARK
REEL: 002601 FRAME: 0698