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

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

1. Name of conveying party(ies):

Network Commerce, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: February 28, 2002

2. Name and address of receiving party(ies)

Name: PriceGrabber.com, Inc.

Internal Address:

Street Address: 6133 Bristol Parkway

City: Culver City State: CA Zip: 90230

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,416,972

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michelle A. Cooke

Internal Address:

Street Address: Neff Law Group LLP 21515 Hawthorne Blvd., Suite 650

City: Torrance State: CA Zip: 90503

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

2003 OCT 28 AM 7:37 PR/FINANCE

9. Signature.

Michelle A. Cooke Name of Person Signing

Signature

October 27, 2003 Date

Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK REEL: 002855 FRAME: 0684

**ASSIGNMENT AGREEMENT**

**WHEREAS**, Network Commerce, Inc., a Washington corporation, with offices at 411 First Avenue South, Suite 200N, Seattle, Washington 98014 ("Assignor"), is the owner of **BOTTOM DOLLAR, BOTTOMDOLLAR, BOTTOMDOLLAR.COM**, and U.S. Registration 2,416,972 for **BOTTOMDOLLAR.COM** in international class 42 (collectively, "Marks");

**WHEREAS**, PriceGrabber.com, Inc., a California corporation with its principal place of business at 6133 Bristol Parkway, Suite 165, Culver City, California 90230 ("Assignee"), desires to acquire all of Assignor's right, title and interest in and to the Marks, including but not limited to any trademark applications and registrations, filed by, or obtained by Assignor for any of the Marks; and

**WHEREAS**, on February 28, 2002 Assignor and Assignee entered into an asset purchase agreement, whereby Assignor agreed to transfer all right, title and interest in and to the Marks to Assignee, and all assets and goodwill of Assignor's business associated with the Marks;

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective February 28, 2002, Assignor hereby assigns and sells unto Assignee all of Assignor's right, title and interest in and to the Marks worldwide, the goodwill of the business symbolized by the Marks, and the right to assert in Assignor's own name any claims for infringement or dilution of the Marks that may have accrued to Assignor prior to this assignment. Assignor further agrees to execute and deliver, from time to time, all further instruments of conveyance, assignment and further assurances, and to perform all such other acts, as may be reasonably required to transfer and assign all of Assignor's interests in and to the Marks to Assignee.

Dated: February 28, 2002

NETWORK COMMERCE, INC.

By: 

Name:

Title:

Dated: February 28, 2002

PRICEGRABBER.COM, INC.

By: 

Name: Karren Ponziani

Title: President