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12-10-1998



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party(ies): YPTel Corporation
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Canadian corporation
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: YPTel, Inc.
Internal Address: Suite 400
Street Address: 1551 Broadway
City: Tacoma State: WA ZIP: 98402
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State of Washington
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
Execution Date: November 19, 1998

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
12/16/1998 SBURNS 00000100 1991411
01 FC:481 40.00 OP
Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,991,411

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Demetria Vong-Spillan
Internal Address: Chapman and Cutler
Street Address: 111 West Monroe Street
City: Chicago State: IL ZIP: 60603

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
Demetria Vong-Spillan
Name of Person Signing Signature Date 12/7/98

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 1824 FRAME: 0330

ASSIGNMENT OF REGISTERED U.S. TRADEMARKS

WHEREAS, YPTel Corporation, a corporation organized and existing under the laws of Canada ("Assignor"), and having its principal offices at 1 First Canadian Place, #5102, 100 King Street West, Toronto, Ontario M5X 1E3 Canada, has adopted, is using, and owns the marks set forth on Exhibit A hereto.

WHEREAS, YPTel, Inc., a Washington corporation ("Assignee") of 1551 Broadway, Suite 400, Tacoma, Washington 98402 U.S.A., is desirous of acquiring all rights in the trademarks set forth on Exhibit A hereto and the goodwill therein, and the outstanding federal registrations therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign to said Assignee, all right, title and interest in and to said marks together with the right to bring actions against any infringers thereof and together with the goodwill of the business as symbolized by said marks and the federal registration therefor.

Dated: November 19, 1998

YPTEL CORPORATION

By: [Signature]
Name: Jeffrey L. Rosenthal
Its: President

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that Jeffrey L Rosenthal is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument and acknowledged it as the to be the free and voluntary act of such parties for the uses and purposes mentioned in this instrument.

DATED: November 19, 1998

[Signature]

Print Name: Suzanne W. Roen
NOTARY PUBLIC for the State of Washington,
residing at Belmond

My appointment expires: 11/7/02

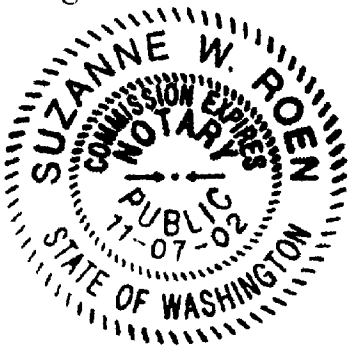


EXHIBIT A

The Only Book, Registration Number 1,991,411 filed
on August 6, 1996

assign2
1480474

RECORDED: 12/04/1998

**TRADEMARK
REEL: 1824 FRAME: 0332**