

02-10-1999



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To the Honorable Commissioner of Patents and Trademarks

or copy thereof.

1. Name of conveying party(ies):

Prodigy Services Corporation

mkp 2-8-99

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **August 3, 1998**

2. Name and address of receiving party(ies)

Name: **Prodigy (New York), Inc.**

Internal Address:

Street Address: **44 South Broadway**

City: **White Plains** State: **NY** ZIP: **10601**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- 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 patent number(s):

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

Additional numbers attached? Yes No

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

Name: **Arlana S. Cohen, Esq.**

Internal Address: **Harris Beach & Wilcox**

Street Address: **530 Fifth Avenue**

City: **New York** State: **NY** ZIP: **10036**

6. Total number of applications and registrations involved: **50**

7. Total fee (37 CFR 3.41).....\$ **1,265.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481 40.00 DP
02 FC:482 1225.00 DP

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.

Merle Speciner
Name of Person Signing

[Signature]
Signature

2/8/99
Date

Total number of pages including cover sheet, attachments, and document: **7**

Mail documents to be recorded with required cover sheet information to:

TRADEMARK
REEL: 1846 FRAME: 0903



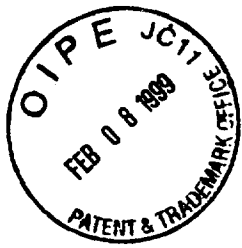
TRADEMARK SCHEDULE

<u>TRADEMARK</u>	<u>REG. NO.</u>
PRODIGY ONE	1,168,133
PRODIGY	1,539,427
PRODIGY	1,544,205
PRODIGY	1,544,798
PRODIGY	1,544,839
PRODIGY	1,546,764
PRODIGY	1,554,635
PRODIGY	1,556,143
PRODIGY	1,561,508
PRODIGY	1,571,329
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,694,295
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,696,012
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,718,816
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,735,311
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,741,661
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,741,662
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,741,776

<u>TRADEMARK</u>	<u>REG. NO.</u>
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,743,462
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,744,850
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,746,162
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,746,825
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,746,826
PRODIGY PLUS	1,751,051
PRODIGY	1,777,673
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,781,673
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,785,939
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,792,955
PRODIGY INTERACTIVE PERSONAL SERVICE & Design	1,793,885
SONICNET (Stylized)	1,952,445
DAILY DISH	2,037,320
PRODIGY HIGH	2,039,116
LIVING DIGITAL	2,040,742
NAVBAR	2,103,643
STRATEGIC INVESTOR	2,144,447

<u>TRADEMARK</u>	<u>REG. NO.</u>
CHAT SOUP	2,145,038
MISCELLANEOUS DESIGN	2,147,702
MONEY TALK	2,150,464
STOCK HUNTER	2,210,892

<u>TRADEMARK</u>	<u>APP. NO.</u>
STRICTLY INTERNET	74-655,151
STRICTLY INTERNET	74-655,152
CHAT SOUP	75-009,246
HOT BYTES	75-097,086
UNTANGLE THE WEB	75-205,131
PRODIGY INTERNET & Design	75-269,544
PRODIGY INTERNET	75-269,650
PROHOST	75-288,453
THE SUPERISP	75-326,150
TOOLS FOR LIVING	75-361,022
PLAY VISION	75-394,703
TACONIX & Design	75-453,103



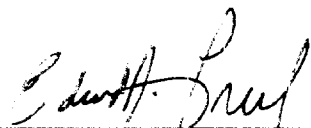
State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PRODIGY SERVICES CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "PRODIGY (NEW YORK), INC." UNDER THE NAME OF "PRODIGY (NEW YORK), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF AUGUST, A.D. 1998, AT 3:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

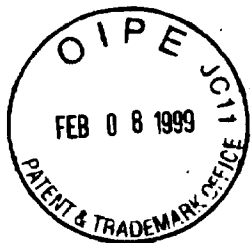
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AUTHENTICATION: 9337431

DATE: 10-05-98

TRADEMARK
REEL: 1846 FRAME: 0907



CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Prodigy Services Corporation
(a Delaware corporation)

INTO

Prodigy (New York), Inc.
(a Delaware corporation)

Prodigy (New York), Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 17th day of July, 1996, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the stock of Prodigy Services Corporation, a corporation incorporated on the first day of April, 1996 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Corporation, by a unanimous written consent of directors in lieu of a meeting dated July 6, 1998, duly adopted the following resolutions:

RESOLVED: That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge Prodigy Services Corporation, a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation;


RESOLVED: That the President and Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of Prodigy Services Corporation into the Corporation and to cause the same to be filed with the Secretary of State of

Delaware, and to take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger;


RESOLVED: That the merger of Prodigy Services Corporation into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, Prodigy (New York), Inc. has caused this Certificate to be signed by Samer F. Salameh as President and attested by Marc Jacobson as Secretary, this 3rd day of August, 1998.

PRODIGY (NEW YORK), INC.


By _____
Samer F. Salameh
President

ATTEST:



Marc Jacobson
Secretary