

05-12-1999

MRD 8.99

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TRADEMARKS ONLY

To the F



emarks: Please record the attached original documents or copy thereof.

1. Name **101035617**

Cincinnati **BELL TELEPHONE COMPANY Limited**

Individual(s) Association

General Partnership Partnership

Corporation-State **Ohio**

Other _____

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

2. Name and address of receiving party(ies):

Name: **ZoomTown.com Inc.**

Internal Address: _____

209 West 7th Street

Cincinnati, Ohio 45202

Street Address _____

City: _____ State: _____ ZIP: _____

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State **Ohio**

Other _____

If assignee is not domiciled in the United States, a domestic

Representative designation is attached: Yes No

(Designations must be 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: **April 27, 1999**

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

A. Trademark Application No.(s)

SEE ATTACHED

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: **Kenneth B. Germain, Esq.**

Internal Address: **FROST & JACOBS LLP**

Street Address: **2500 PNC CENTER**
201 East Fifth Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: **7**

7. Total fee (37 CFR 3.41).... \$ **190.00**

Enclosed

Authorized to be charged to deposit account

06-2226

8. Deposit Account Number

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

05/11/1999 DMGUYEN 00000148 7557173

01 FC:481 40.00 OP

02 FC:482 150.00 OP

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.

Kenneth B. Germain, Esq. _____ **4/28/99**

Name of Person Signing, Registration Number Signature Date

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

ADDENDUM

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
ZOOMTOWN CINCINNATI	75/577,173	October 27, 1998
ZOOMTOWN	75/577,394	October 27, 1998
CINCINNATI ZOOMTOWN	75/577,396	October 27, 1998
ZOOMSPEED	75/581,398	November 2, 1998
HYPERZOOM	75/581,725	November 2, 1998
TURBOZOOM	75/581,726	November 2, 1998
ZOOMDAY	75/590,512	November 18, 1998

ASSIGNMENT OF TRADEMARKS

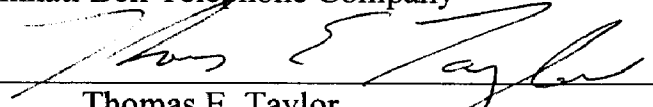
WHEREAS, Cincinnati Bell Telephone Company (hereinafter "Assignor"), a corporation of the State of Ohio having its principal office and place of business at 201 East Fourth Street, Cincinnati, Ohio 45202, United States of America, is the sole owner of the entire right, title and interest in and to the trademarks/service marks listed in the attached Addendum, (hereinafter referred to as "the Marks"); and

WHEREAS, ZoomTown.com Inc. (hereinafter "Assignee"), a corporation of the State of Ohio having a principal office and place of business at 209 West 7th Street, Cincinnati, Ohio 45202, United States of America, is desirous of acquiring the entire right, title and interest in and to the Marks, together with the goodwill and assets of the business in connection with which the Marks are used;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all of Assignor's rights, titles and interests in and to the Marks, together with the goodwill and assets of the business symbolized by the Marks.

Cincinnati Bell Telephone Company


By:


Thomas E. Taylor
Sr. Vice President and General Counsel

Dated: April 27, 1999

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

Duly acknowledged before me by said THOMAS E. TAYLOR as his voluntary act and deed this 27th day of April, 1999.


Notary Public
SUSAN D. McCLARNON
Notary Public, State of Ohio
My Commission Expires March 16, 2003

AFFIX POSTAGE
OR
CORPORATE
ACCOUNT LABEL
HERE

1 For Pickup Of All Your Packages

POST OFFICE
TO ADDRESSEE



EM149961562US



For Pickup or Tracking Call 1-800-222-1811

ORIGIN (POSTAL USE ONLY)

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DELIVERY (POSTAL USE ONLY)

Delivery Attempt	Time	AM	PM	Employee Signature
Mo Day	<input type="checkbox"/>	<input type="checkbox"/>		
Delivery Attempt	Time			Employee Signature
Mo Day	<input type="checkbox"/>	<input type="checkbox"/>		
Date of Delivery	Time	AM	PM	Employee Signature
Mo Day	<input type="checkbox"/>	<input type="checkbox"/>		
Signature of Addressee or Agent				
X				
Name - Please Print				
X				

CUSTOMER USE ONLY

METHOD OF PAYMENT:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Express Mail Corporate Acct. No. X452700		<input type="checkbox"/> WARRANTY SIGNATURE (Domestic Only): I wish delivery to my home, which exceeds the maximum of 25 pounds. If the recipient agent (if it is the recipient of the delivery employee, the article can be left in a secure container and I authorize the carrier to deliver the article) has been delivered and understand that the signature of the delivery employee will constitute valid proof of delivery.		
Federal Agency Acct. No. or Postal Service Acct. No.		<input type="checkbox"/> NO DELIVERY		
		<input type="checkbox"/> WEEKEND <input type="checkbox"/> HOLIDAY		
Customer Signature _____				

FROM: (PLEASE PRINT) PHONE 513 651 6799

FROST & JACOBS
PO BOX 5715
CINCINNATI OH 45202-5715

10638/5050 4/28/99

TO: (PLEASE PRINT) PHONE

ASSISTANT COMMISSIONER
FOR TRADEMARKS
2900 CRYSTAL DR ARLINGTON VA 22202-3514

BOX ASSIGNMENT