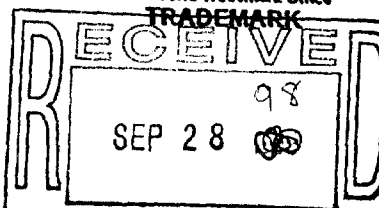


09-15-1999



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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

09/14/1999 NTHA11 00000093 021862 2044310

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TRADEMARK
REEL: 001955 FRAME: 0010

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

404-249-2714

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2044310"/>	<input type="text" value="2062078"/>	<input type="text" value="1479044"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2079787"/>	<input type="text" value="1309372"/>	<input type="text" value="1964509"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1897107"/>	<input type="text" value="1565562"/>	<input type="text" value="1327677"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes



No



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. Charges to deposit account are authorized, as indicated herein.

Sandra J. Evans

Name of Person Signing

Signature

9/28/98

Date Signed

SCHEDULE A

Trademark	Application Number	Issue Date	Registration Number	Registration Date
1-800 BELLSOUTH & Design	75/338,930	11-Aug-97		
411 EXPRESS	74/584,811	12-Oct-94	2,044,310	11-Mar-87
911 PINPOINT	74/702,320	17-Jul-95	2,062,078	13-May-97
A MILLION PLACES TO GO, ONE PLACE TO BEGIN	75/502,671	15-Jun-98		
ACCUPULSE	672,790	17-Jul-87	1,479,044	01-Mar-88
ADWATCH	74/667,412	28-Apr-95	2,079,787	15-Jul-97
ALL DIGITAL. ALL CHANNELS. ALL THE TIME	75/429,289	05-Feb-98		
ALL DIGITAL. ALL THE TIME.	75/429,297	05-Feb-98		
ALREADY IN TOUCH WITH THE FUTURE	464,744	08-Feb-84	1,309,372	11-Dec-84
ANSWER MACHINE, THE	74/479,510	18-Jan-94	1,964,509	26-Mar-96
AREA PLUS	323173	19-Oct-92	1,897,107	30-May-95
AT HOME THE WORLD OVER	75/333,703	31-Jul-97		
BELL	727,722	11-May-88	1,565,562	14-Nov-89
BELL SYMBOL	327,677	23-Sep-53	1,327,677	30-Jul-57
BELL SYMBOL	727,723	11-May-88	1,569,327	05-Dec-89
BELL SYMBOL	327,695	22-Jan-71	1,327,695	05-Oct-71
BELL SYMBOL DESIGN (Miscellaneous Design)	75/237,740	06-Feb-97	2,146,153	24-Mar-98
BELLSOUTH	75/273,982	14-Apr-97		
BELLSOUTH	719,542	11-May-88	1,565,559	14-Nov-89
BELLSOUTH	622,503	29-Sep-86	1,459,196	29-Sep-87

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TRADEMARK
REEL: 001955 FRAME: 0012

Trademark	Appellation Number	Filing Date	Registration Number	Registration Date
BELLSOUTH#1	75/155,248	13-Aug-96		
BELLSOUTH 411 NATIONWIDE	75/369,582	06-Oct-97		
BELLSOUTH BUSINESS CHOICE	75/230,491	24-Jan-97		
BELLSOUTH BUSINESS INTERCEPT	75/285,772	02-May-97		
BELLSOUTH BUSINESS PLUS	75/230,490	24-Jan-97		
BELLSOUTH CELLULAR CORDLESS	75/195,478	12-Nov-96		
BELLSOUTH CLASSIC	75/115,817	06-Jun-96	2,099,024	23-Sep-97
BELLSOUTH CLASSIC DESIGN	75/115,816	06-Jun-96	2,117,502	02-Dec-97
BELLSOUTH COMMUNICATION SYSTEMS	74/059,550	09-May-90	1,674,524	04-Feb-92
BELLSOUTH DOT NET and Design	75/174,359	30-Sep-96		
BELLSOUTH HOMELINK	75/510,657	29-Jun-98		
BELLSOUTH IC VIDEO	75/502,852	15-Jun-98		
BELLSOUTH LONG DISTANCE PREMIER TOLL FREE	75/510,540	29-Jun-98		
BELLSOUTH MAKES YOU FEEL AT HOME EVEN WHEN YOU'RE NOT	75/525,556	23-Jul-98		
BELLSOUTH MOBILITY	058775	14-May-90	1,670,082	31-Dec-91
BELLSOUTH MOBILITY	056650	07-May-90	1,702,143	21-Jul-92
BELLSOUTH MOBILITY	74/662,687	17-Apr-95	2,020,258	03-Dec-96
BELLSOUTH ON-PREMISES WIRELESS	75/470,144	20-Apr-98		
BELLSOUTH PREPAID TO GO	75/374,788	17-Oct-97		
BELLSOUTH PRODUCTS	136761	05-Feb-91	1,698,835	07-Jul-92

Trademark	Application Number	Filed Date	Registered Number	Registered Date
BELLSOUTH PSP REWARD PLAN	75/397,327	28-Nov-97		
BELLSOUTH TELESTAT	75/286,819	05-May-97		
BELLSOUTH.NET	75/124,116	24-Jun-96		
BELLSOUTH.NET	75/174,586	30-Sep-96	2,112,067	11-Nov-97
BERRY NETWORK INC.	74/031,870	23-Feb-90	1,636,279	26-Feb-91
BERRYDIRECT	75/330,025	24-Jul-97		
BERRYQUEST	74/724,307	28-Aug-95	2,066,298	03-Jun-97
BETTER BY DESIGN	74/269,357	09-Apr-92	1,793,060	14-Sep-93
BLACK LIVING LEGENDS OF NEGRO BASEBALL	74/226,897	27-Nov-91	1,755,799	02-Mar-93
BOOK YOU CANT PUT DOWN, THE	74/473,365	27-Dec-93	1,923,016	26-Sep-95
BRINGING NATIONS TOGETHER	74/614,653	23-Dec-94	2,067,578	03-Jun-97
BSFS	75/026,416	29-Nov-95	2,155,265	05-May-98
BUSYCONNECT	75/345,388	22-Aug-97		
CALL ON US	584,862	28-Feb-86	1,438,703	05-May-87
CALL VAL & Design	75/053,782	05-Feb-96	2,171,628	07-Jul-96
CALL WIZARD	75/510,658	29-Jun-98		
CALLNOW	095242	10-Sep-90	1,753,392	16-Feb-93
CALLNOW and Design	147765	14-Mar-91	1,756,225	02-Mar-93
CAR & PHONE DESIGN	650,640	23-Mar-87	1,465,876	17-Sep-87
CELEBRATION	74/ 584,808	12-Oct-94	2,067,533	03-Jun-97

Company	Telephone Number	Start Date	Revenue	End Date
CELLULAR CLEAR AND SIMPLE	74/662,398	17-Apr-95	2,011,506	29-Oct-96
CELLULAR LINK	773479	09-Jan-89	1,848,727	09-Aug-94
CELLULAR TO GO	75/502,701	15-Jun-98		
CLASSIFIEDS NOW	74/479,557	18-Jan-94	1,984,485	02-Jul-96
CLASSNOTES	808487	22-Jun-89	1,599,917	05-Jun-90
CLEARWAY	75/429,188	05-Feb-98		
CLUB	75/394,025	21-Nov-97		
CLUB*EDI	75/316,942	30-Jun-97		
COMPARTIENDO TRADICIONES	75/280,685	24-Apr-97		
COMPLETE CHOICE	75/120,524	17-Jun-96	2,069,036	19-Aug-97
COMPLETE SOLUTIONS	75/509,677	29-Jun-98		
CORDLESS PLUS	75/146,097	12-Apr-96		
COSMOS	74/513,593	12-Apr-94	2,027,441	31-Dec-96
COSMOS UNIVERSAL CELLULAR DESIGN	74/573,293	14-Sep-94		
COUNT ON IT	75/466,131	10-Apr-98		
COURTESYCOMPLETE	75/234,786	31-Jan-97		
CREATING SOLUTIONS TOGETHER	75/216,339	20-Dec-96	2,127,157	06-Jan-98
CRISISLINK	74/724,722	05-Sep-95		
CYBERTONE	74/688,834	15-Jun-95		
DATALEAP	74/314,447	16-Sep-92	1,773,220	25-May-93

Project Name	Apprentice Number	Start Date	Registration Amount	Registration Date
DCS 2N1	75/302,030	02-Jun-97		
DCS 2N1 NUMBER	75/495,530	03-Jun-98		
DCS and Design	75/360,891	22-Sep-97		
DCS and Design	75/091,578	19-Apr-96		
DCS and Design	75/976,869	19-Apr-96	2,166,626	16-Jun-98
DCS MINUTE MANAGER	75/475,825	28-Apr-98		
DELIVERS MORE	74/216536	28-Oct-91	1,859,647	25-Oct-94
DELIVERS MORE	74/191,839	05-Aug-91	1,738,592	08-Dec-92
DESIGN FOR DIRECTORIES	327,713	23-Aug-78	1,327,713	11-Mar-80
DESIGN FOR DIRECTORIES	327,704	01-May-78	1,327,704	10-Jul-79
DESIGN FOR DIRECTORIES	327,740	10-Jul-81	1,327,740	22-Jun-82
Design of Cellular Telephone with Eyes, Arms & Leg	75/243,737	18-Feb-97	2,132,638	27-Jan-98
DIGITAL ESSX	605,699	23-Jun-86	1,444,484	23-Jun-87
DOT and Design	75/174,374	30-Sep-96		
DOT NET and Design	75/174,010	30-Sep-96		
DRIVEAROUND	268312	22-Apr-92	1,770,462	11-May-93
E 911 SALI	605,755	23-Jun-86	1,429,544	17-Feb-87
ESSX	552,074	05-Aug-85	1,426,877	27-Jan-87
EVERYTHING YOU EXPECT FROM A LEADER	765,441	23-Nov-88	1,555,116	05-Sep-89
EXPEDYNE	74/398,629	07-Jun-93	1,853,280	06-Sep-94

Trademark	Application Number	Filing Date	Expiration Date	Registration No.
EXPEDYNE AND DESIGN	74/400,552	11-Jun-93	1,853,281	06-Sep-94
FASTACCESS	75/333,702	31-Jul-97		
FIND IT 511	74/479,555	18-Jan-94	1,917,100	05-Sep-95
FIRST IN LINE FOR AMERICA'S BUSINESS	189432	29-Jul-91	1,753,076	16-Feb-93
FLAP DESIGN	645,993	24-Feb-87		
FLEXSERV	552,072	05-Aug-85	1,387,764	25-Mar-86
FREE LUNCH	75/316,941	30-Jun-97		
FREEWAY TO CALL, THE	74/471,957	21-Dec-93	1,852,079	30-Aug-94
GET THE 411	75/374,789	17-Oct-97		
GOLD SEAL WIRING	75/383,500	03-Nov-97		
GOLD SERIES	74/557,951	15-Jun-94	1,916,216	05-Sep-95
GUARDIAN ANGEL PROGRAM	75/316,918	30-Jun-97		
GUIA EXPORT and Design	74/724,723	05-Sep-95	2,130,975	20-Jan-98
HOME SERIES	75/335,716	04-Aug-97		
HOMEBOOK	75/246,179	24-Feb-97		
HOUSE/PHONE DESIGN	74/342,486	21-Dec-92	1,789,727	24-Aug-93
INCREASE YOUR NET WORTH, NOT YOUR NET WORK	75/502,928	15-Jun-98		
INFORMATION ALL OVER	75/515,003	07-Jul-98		
INTEGRATION PLUS	048706	13-Apr-90	1,737,769	01-Dec-92
ISP EXPRESS	74/454,081	04-Nov-93	1,959,209	17-Feb-96

Trademark	Application Number	Filing Date	Registration Number	Registration Date
IT MAKES EVERYTHINH PERFECTLY CLEAR	75/429,175	05-Feb-98		
IT'S NEVER TOO LATE TO CALL	182710	05-Jul-91	1,769,039	04-May-93
KEEP IN TOUCH WITH JUST ONE NUMBER	75/525,557	23-Jul-98		
KNOW YOU'RE ON THE NETWORK	75/420,012	20-Jan-98		
LAS VERDADERAS PAGINAS AMARILLAS	75/374,652	16-Oct-97		
LET YOUR FINGERS DO THE...	044783	02-Apr-90		
LIFEREACH	520,552	04-Feb-85	1,367,152	22-Oct-85
LIGHTGATE	491,196	23-Jul-84	1,346,776	02-Jul-85
LOOK NO FURTHER	74/479,553	18-Jan-94	1,949,497	16-Jan-96
MEGALINK	517,009	10-Jan-85	1,481,917	22-Mar-88
MEMENTO	642,953	04-Feb-87	1,455,085	01-Sep-87
MEMORYCALL	001197	16-Nov-89	1,641,769	16-Apr-91
MESSAGELINK	75/445,799	06-Mar-98		
MISCELLANEOUS PHONE DESIGN	74/221,678	15-Nov-91	1,735,298	24-Nov-92
MOBILE 2 MOBILE	74/597,773	14-Nov-94	2,044,365	11-Mar-97
MOBILE AMERICA	75/331,806	28-Jul-97		
MOBILE AMERICA and design	75/331,150	28-Jul-97		
MOBILE MEMO	73/817181	04-Aug-89	1,605,962	10-Jul-90
MOBILEZ	75/192,994	04-Nov-96		
MOBILITY ONE	489,828	13-Jul-84	1,348,585	09-Jul-85

Trademark	Application Number	Filing Date	Registration Number	Registration Date
MOVEPRESS	75/326,544	17-Jul-97		
MOVIES NOW	74/584,810	12-Oct-94	2,004,957	01-Oct-96
MULTILINE MAILBOX	75/356,445	15-Sep-97		
MULTISERV	74/556,913	03-Aug-94	2,004,844	01-Oct-96
NEVER STAND STILL	74/514,689	20-Apr-94	2,000,239	10-Sep-96
NO HAY COMO LA COMPANIA VECINA	75/495,531	03-Jun-98		
NOBODY KNOWS A NEIGHBOR LIKE A NEIGHBOR	75/306,875	16-Jun-97		
ONDACOM	75/324,001	14-Jul-97		
ONDACOM	75/395,577	24-Nov-97		
ONDACOM and Design	75/326,542	17-Jul-97		
ONDACOM and Design	75/395,580	24-Nov-97		
ONE SIMPLE NUMBER. ONE SINGLE BILL. ALL BELLSOUTH.	75/503,580	16-Jun-98		
OPEDS	75/278,286	21-Apr-97		
OPENING LINES	75/181,246	15-Oct-96	2,097,755	16-Sep-97
OSPCM	75/278,285	21-Apr-97		
OUTBOUND	74/268,320	22-Apr-92	1,773,941	25-May-93
OVERTURE	74/597,774	14-Nov-94		
OVERTURE and Design	74/633,931	14-Nov-94		
PACKAGE MINUTES	75/416,030	12-Jan-98		
POR TODO EL MUNDO, COMO EN SU CASA	75/373,876	16-Oct-97		

Trademark	Application Number	Filing Date	Registration Number	Registration Date
PREFERRED STATE	75/416,029	12-Jan-98		
PRESS BLUE TO GET THROUGH	75/478,681	04-May-98		
PRESTIGE	563,709	17-Oct-85	1,395,218	27-May-86
PROGRAMIT	74/678,434	22-May-95	2,058,096	29-Apr-97
PROMOTION WORKS	74/686,065	08-Jun-95	2,044,846	11-Mar-97
PULSELINK	552,071	05-Aug-85	1,388,577	01-Apr-86
QUIKCOMPLETE	75/062,705	26-Feb-96	2,129,394	13-Jan-98
RAM INTERACTIVE DISPATCH	75/356,063	12-Sep-97		
RAMPOWERTOOL	75/179,697	10-OCT-96		
RAPIDREPLY	75/270,843	03-Apr-97		
REAL CONSUMER TIPS	801,664	22-Apr-92	1,875,586	24-Jan-95
REAL CONSUMER TIPS	268321	22-Apr-92	1,933,412	07-Nov-95
REAL CONSUMER TIPS & Design	268,311	22-Apr-92	1,837,497	24-May-94
REAL HELP FOR THE REAL WORLD	75/368,500	06-Oct-97		
REAL SAVINGS COUPONS	74/238,237	17-Jan-92	1,725,613	20-Oct-92
REAL TALK	191271	05-Aug-91	1,839,350	14-Jun-94
RESERVIT	75/492,480	26-May-98		
RIGHTTOUCH	701,618	18-Dec-87	1,505,192	20-Sep-88
RINGMASTER	689,997	16-Oct-87	1,494,556	28-Jun-88
ROAMMATE	75/409,403	22-Dec-97		

Trademark	Application Number	Filing Date	Registration Number	Registration Date
SALES ALLY	75/174,695	27-Sep-96		
SAVER	824590	11-Sep-89	1,599,920	05-Jun-90
SHARING TRADITIONS	75/280,685	24-Apr-97		
SHOWSCAPE	75/239,655	10-Feb-97		
SMALL BUSINESS BLUEPRINT	75/200,559	19-Nov-96		
SMALL BUSINESS SELECT	75/262,125	24-Mar-97		
SMARTGATE	74/686,108	08-Jun-95		
SMARTLINE	74/408,071	01-Jul-93	1,959,178	27-Feb-96
SMARTPATH	74/477,068	03-Jan-94	1,924,810	03-Oct-95
SMARTRING	173726	07-Jun-91	1,800,252	19-Oct-93
SOLUTION ADVISOR	75/509,733	29-Jun-98		
SOUTH CENTRAL BELL	622,501	29-Sep-86	1,459,194	29-Sep-87
SOUTHERN BELL	622,515	29-Sep-86	1,459,998	06-Oct-87
SOUTHERN BELL SAVER	829365	04-Oct-89	1,602,875	19-Jun-90
SPECTRUS	74-265396	13-Apr-92	1,853,305	06-Sep-94
SPECTRUS and Design	74-481,709	24-Jan-94	1,875,582	24-Jan-95
STAR *EXPRESS & DESIGN	74/471,958	21-Dec-93	1,875,521	24-Jan-95
STAR* EXPRESS	74/471,965	21-Dec-93	1,865,946	06-Dec-94
STAR*LINES	74/655,589	03-Apr-95	1,965,443	02-Apr-96
STARCLUB	74/256,788	17-Mar-92	1,736,523	01-Dec-92

Trademark	Application Number	Filing Date	Registration Number	Registration Date
START WITH THE ONE YOU KNOW	75/052,216	01-Feb-96	2,060,789	13-May-97
STEVENS GRAPHICS	73/781,417	17-Feb-89	1,640,428	09-Apr-91
STEVENS GRAPHICS & DESIGN	357993	11-Feb-93	1,834,209	03-May-94
STYLIST	655,145	10-Apr-87	1,465,881	17-Nov-87
SUNLINK	478,865	07-May-84	1,341,467	11-Jun-85
SUNLINK and DESIGN	478,880	07-May-84	1,345,033	25-Jun-85
SUPERIOR SERVICE. BY ALL MEANS	74/340885	17-Dec-92	1,831,778	19-Apr-94
SUPERNEIGHBORHOOD	75/458,777	30-Mar-98		
SUPERVIEW	74/692,184	22-Jun-95		
SUPPORTLINK	75/491,054	26-May-98		
SYNCHRONET	73/517,008	10-Jan-85	1,424,284	06-Jan-87
TALKAMERICA	75/061,882	23-Feb-96	2,073,462	24-Jun-97
TALKBANK	74/614,654	23-Dec-94	2,046,394	18-Mar-97
TALKERS ADVANTAGE	75/451,422	16-Mar-98		
TELECOLOGY	75/237,741	06-Feb-97	2,123,931	23-Dec-97
TELELINKS	75/216,338	20-Dec-96		
TELEPATH	75/143,756	01-Aug-96		
THE BERRY COMPANY	819,443	15-Aug-89	1,605,880	10-Jul-90
THE DIFFERENCE IS IN THE DELIVERY	74/325,273	26-Oct-92	1,778,075	22-Jun-93
THE NEIGHBORHOOD WHIZ KIDS	75/441,221	26-Feb-98		

Trademark	Application Number	Filing Date	Registration Number	Registration Date
THE ONE PHONE FOR HOME AND AWAY FROM HOME	75/493,833	01-Jun-98		
THE REAL 411	75/026,417	29-Nov-95		
THE REAL WHITE PAGES	634,262	14-Feb-95	1,951,126	23-Jan-96
THE REAL WHITE PAGES & DESIGN	74/282,577	08-Jun-92	1,806,033	23-Nov-93
THE REAL YELLOW PAGES	520,226	01-Feb-85	1,663,388	05-Nov-91
THE REAL YELLOW PAGES	74/282,583	08-Jun-92	1,781,368	13-Jul-93
THE REAL YELLOW PAGES	75/048,447	25-Jan-96	2,088,738	19-Aug-97
THE REAL YELLOW PAGES & DESIGN	75/115,624	07-Jun-96		
THE REAL YELLOW PAGES AND DESIGN	75/390,767	17-Nov-97		
THE RIGHT COMPANY IN THE RIGHT	500,791	24-Sep-84	1,365,939	15-Oct-85
TOUCHSTAR	670,281	06-Jul-87	1,477,109	16-Feb-88
TV THE WAY YOU'VE ALWAYS WANTED IT TO BE	75/374,787	17-Oct-97		
TWO FINGER Design	327,713	23-Aug-78	1,327,713	11-Mar-80
UNISERV	605,931	23-Jun-86	1,427,831	13-Feb-87
UNIVERSE CITY	75/020,543	15-Nov-95		
UNLIMITED DIRECT	75/465,004	09-Apr-98		
VILLAGE VALUES	75/379,404	27-Oct-97		
VISION SS7 ONLINE	75/357,101	15-Sep-97		
VISUAL DIRECTOR	75/408,841	22-Dec-97		
VISUAL DIRECTOR	74/546450	30-Jun-94	2,000,281	10-Sep-96

Trademark	Application Number	Filing Date	Registration Number	Registration Date
WALKAROUND	74/268317	22-Apr-92	1,761,719	30-Mar-93
WALKING FINGERS Design	520,225	01-Feb-85		
WATCHALERT	552,073	05-Aug-85	1,390,225	15-Apr-86
WATSSAVER	74/042280	26-Mar-90	1,752,019	09-Feb-93
WE ARE THE RIGHT COMPANY IN...	489,814	13-Jul-84	1,330,087	09-Apr-85
WE LIKE EVERYTHING TO BE PERFECTLY CLEAR	75/429,185	05-Feb-98		
WE TAKE THE WORK OUT OF NETWORK	75/502-850	15-Jun-98		
WEBBIE THE WIZ	75/409,451	22-Dec-97		
WEBBIE THE WIZ and Design	75/409,404	22-Dec-97		
WHY WAIT WARRANTY	75/376,343	20-Oct-97		
WINC OPERATIONS	75/200,557	19-Nov-96		
WINCENTER	75/200,560	19-Nov-96		
WINCONNECT	75/200,560	19-Nov-96		
WIRELESS ACCESSORIES HOTLINE	75/392,750	19-Nov-97		
WORK AT HOME CONNECTION	75/504,623	18-Jun-98		
WORK AT HOME CONNECTION	74/560,553	12-Aug-94	2,030,688	14-Jan-97
WORLD CLASS CAMPUS	75/378,691	24-Oct-97		
YELLOW PAGES NOW	74/479,554	18-Jan-94	1,984,484	02-Jul-96
YELLOWVISION	75/360,890	22-Sep-97		
YOUR HELLO PAGES	327,731	14-May-80	1,327,731	27-Apr-82

Advertisement	Circulation Units	Date Aired	Registration Number	Expiration Date
YOUR INTERCONNECTION ADVANTAGE	75/146,832	08-Aug-96		
YOUR NEIGHBORHOOD ON THE INTERNET	75/422,220	23-Jan-98		
Z design	189364	29-Jul-91	1,794,260	21-Sep-93
ZIPCONNECT	74/676,995	28-Apr-95	1,980,896	18-Jun-96

WE'RE THE RIGHT COMPANY
IN THE ...

489,817 13-Jul-84 1,330,088 09-Apr-85

COMMON LAW TRADEMARKS AND SERVICE MARKS

(Used in Nine-State Territory and not Registered)

BACK-UP LINE

BIG MOUTH CAFE

DIME ZONE

FAMILY ADVANTAGE PLAN

FOLDED CORNER LOGO

FORGET THE CODE, DIAL "O"

LET YOUR FINGERS DO THE WALKING (BAPCO)

MAX

PARTNERS IN PUBLIC

TEAM 2000

WALKING FINGERS LOGO

TRADEMARK ASSIGNMENT

BELLSOUTH INTELLECTUAL PROPERTY GROUP, INC., a corporation of the State of Georgia, with its principal place of business at BellSouth Corporation, 1155 Peachtree Street, N.E., Suite 16E02 Atlanta, Georgia 30309-3610 (hereinafter called "ASSIGNOR"), has adopted and used and is the owner of the trademarks, listed in the schedule attached hereto as Schedule A and made a part hereof (hereinafter referred to as the "Marks"), in connection with ASSIGNOR'S goods and services, and the goodwill associated therewith; and **BELLSOUTH INTELLECTUAL PROPERTY CORPORATION**, a corporation of the State of Delaware, with its principal place of business at 824 Market Street, Wilmington, Delaware 19801 (hereinafter called "ASSIGNEE"), desires to acquire all right, title and interest in and to the Marks.

NOW, THEREFORE, ASSIGNOR does hereby assign and transfer unto ASSIGNEE, its successors, assigns, and legal representatives, all right, title and interest in and to the Marks, including all registrations and applications for registration thereof, together with the goodwill of the business symbolized by the Marks, and including any and all claims for past infringement thereof, including all rights as opponents in any opposition or cancellation proceeding. The parties acknowledge such transfer constitutes a contribution to the capital of Assignee intended to qualify as a transfer to a corporation controlled by Assignor under Section 351 of the Internal Revenue Code. ASSIGNOR further agrees to execute all documents necessary to perfect such rights, title, and interest in ASSIGNEE, its successors, assigns, and legal representatives.

IN WITNESS HEREOF, the ASSIGNOR has caused this Trademark Assignment to be executed by a duly authorized corporate officer to be effective as of 12:01 a.m. (E.D.T.), September 1, 1998.

ASSIGNEE hereby consents to and accepts this Trademark Assignment and has caused it to be executed by a duly authorized corporate officer to be effective as of 12:01 a.m.

(E.D.T.), September 1, 1998.

BELLSOUTH INTELLECTUAL PROPERTY GROUP, INC.

By: *Keith O. Cowan*

Name: Keith O. Cowan

Title: President

STATE OF GEORGIA §

COUNTY OF FULTON §

On this 27th day of August, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared Keith O. Cowan, known by me to be the person of the above name and an officer of BELLSOUTH INTELLECTUAL PROPERTY GROUP, INC. duly authorized to execute this Trademark Assignment on behalf of BELLSOUTH INTELLECTUAL PROPERTY GROUP, INC., who signed and executed the foregoing instrument on behalf of BELLSOUTH INTELLECTUAL PROPERTY GROUP, INC.

Joyce Clower Irvine
Notary Public

Notary Public, Henry County, Georgia
My Commission Expires January 24, 2002

My Commission Expires: _____

BELLSOUTH INTELLECTUAL PROPERTY CORPORATION

By: [Signature]

Name: ROBERT HAMILTON

Title: PRESIDENT

STATE OF DELAWARE §
COUNTY OF NEW CASTLE §

On this 27th day of August, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared Robert H. Hamilton, known by me to be the person of the above name and an officer of BELLSOUTH INTELLECTUAL PROPERTY CORPORATION duly authorized to execute this Patent Assignment on behalf of BELLSOUTH INTELLECTUAL PROPERTY CORPORATION, who signed and executed the foregoing instrument on behalf of BELLSOUTH INTELLECTUAL PROPERTY CORPORATION.

[Signature]
Notary Public

DEBORAH K. BOWERS
Notary Public, State of Delaware
My Commission Expires January 8, 2000

My Commission Expires: _____