



ZIFF-DAVIS
a **SOFTBANK**
company
www.zd.com

12-10-1999



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J. Malcolm Morris
Senior Vice President and
General Counsel

December 10, 1999

**VIA FACSIMILE TRANSMISSION
TO FAX NO.: (703) 308-7124**

*Pages being transmitted
including this cover page: 5*

RECORDATION FORM COVER SHEET - TRADEMARKS

Hon. Commissioner of Patents and Trademarks
Box Assignments - Fee
Washington, D.C. 20231

Re: Recordal of Assignment
From: Ameribase Corporation
To: Ziff-Davis Publishing Company

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
Ameribase Corporation, a Texas Corporation;
2. Name and address of receiving party(ies):
Ziff-Davis Publishing Company, a Delaware Corporation;
One Park Avenue
New York, NY 10016
3. Nature of conveyance: Assignment
Date of execution: November 14, 1996
4. Trademark registration number: 1,939,834
Mark: BUYERNET
5. Please address all correspondence in this matter to:
Andrea Van Kampen, Esq.
ZD Inc.
28 East 28th Street
New York, NY 10016
(212) 503-3571

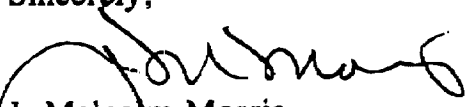
MRD 12/10/99

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6. Total number of registrations involved: 1 (One)
7. Please charge our deposit account no. 26-0235 the sum of \$40 to cover the fee for recording the Assignment . Please charge any additional fees, any deficiency or credit any over charge to said deposit account.
8. 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.

Sincerely,



J. Malcolm Morris
December 10, 1999

Total number of pages comprising cover sheet: 2 (two)

EXHIBIT A**TRADEMARK ASSIGNMENT**

WHEREAS, Ameribase Corporation, a corporation of the state of Texas, with a place of business at 1111 Post Oak Boulevard, Houston, Texas 777056 (hereinafter "Assignor"), is the owner of all right, title and interest in and to the marks BUYERNET and BUYERNET.COM (collectively, the "Marks") and of the applications and registrations listed on the attached Schedule (hereinafter, collectively, the "Applications and Registrations") for the Marks, together with the goodwill arising from use of and symbolized by the Marks; and

WHEREAS, Ziff-Davis Publishing Company, a corporation of the state of Delaware, having a place of business at One Park Avenue, New York, New York 10016 (hereinafter "Assignee"), is desirous of acquiring any and all rights held by Assignor in and to the Marks and the Applications and Registrations.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged. Assignor does hereby sell, assign, transfer and convey to Assignee all right, title and interest in and to the Marks and the Applications and the Registrations, together with the goodwill of the business appurtenant to and symbolized by the Marks, and the right to sue and recover damages for past infringement thereof, and including, without limitation, all common law rights in and to the Marks.

Assignor hereby authorizes the Commissioner of Patents and Trademarks of the United States of America and the appropriate officer of any other jurisdiction in which the Marks are registered or in which applications for the Marks are pending, to issue and to record the title of Assignee as owner of all right, title and interest in and to the Marks and the Applications and Registrations, together with all goodwill arising from the use of and symbolized by the Marks.

Assignor further agrees to execute upon the request of Assignee and without further consideration, all documents as necessary to continue, secure, defend,

register, and otherwise give full effect to and to perfect the rights of Assignee under this Trademark Assignment in the Marks and the Applications and Registrations, together with all goodwill arising from the use of and symbolized by the Marks, including all documents necessary to register in the name of Assignee the assignment of each Application and Registration in the respective country or countries identified in Schedule A.

AMERIBASE CORPORATIONBy: 

Name: Maxwell Austin van Lark

Title: Chairman and CEO

Date: 11/14/96