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OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- New
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Document ID #
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- 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)

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

11/18/1999 DEBATES 0000026 2245461

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01 FC:401
02 FC:402

40.00 DP
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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

Name

Address (line 1)

Address (line 2)

Address (line 3)

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Pages

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

#

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2245461"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2227424"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Monika J. Hussell

Name of Person Signing

Monika J. Hussell
Signature

Nov. 9, 1999

Date Signed

ASSIGNMENT OF SERVICE MARKS

WHEREAS, Arizona Internet, L.L.C., a Colorado limited liability company ("Assignee"), is desirous of acquiring all right, title and interest in and to the Service Mark registrations identified in Exhibit A attached hereto, including all common law and statutory trademark rights related to the Service Marks represented by said registrations, together with all goodwill symbolized thereby and connected therewith; and

WHEREAS, Arizona Public Service Company, an Arizona public corporation ("Assignor"), owns said registrations, and said rights related thereto, including the common law and statutory rights and goodwill relating to said Service Marks and symbolized thereby.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee the Service Mark registrations identified in Exhibit A attached hereto, together with all common law and statutory rights, titles and interests in and to said Service Marks and said registrations, together with the goodwill of the business connected with the use of, and symbolized by the Service Marks and all goodwill relating to the Service Marks, in the United States of America and its territories and in all foreign countries, and all rights of registration, maintenance, renewal and protection of said Service Marks in any form, and including all rights of recovery and of legal action for past infringements and of opposition and/or cancellation proceedings for protection of said Service Marks of said registrations, and any and all claims, suits or litigation with respect to any of the foregoing.

IN WITNESS WHEREOF, the undersigned has duly executed this Assignment of Service Marks on behalf of Arizona Public Service Company, effective as of August 31, 1999.

ARIZONA PUBLIC SERVICE COMPANY

By: *Nancy C. Loftis*
Name: *Nancy C. Loftis*
Title: *Vice President & General Counsel*

STATE OF ARIZONA)
COUNTY OF *Maricopa*) SS

Sworn and subscribed to before me, with the acknowledgment that the above identified signer of this document had authority to execute this instrument on behalf of Arizona Public Service Company, an Arizona public corporation

Maria R. Marrs
Notary Public



My commission expires: _____

EXHIBIT A

Service Mark

Registration No.

CYBER TRAILS & Design

2245461

CYBER TRAILS

2227424