

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

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.

#

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" value="75/200558"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="74/044783"/>	<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"/>	<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.

Jacqueline A. Gregorski

Name of Person Signing

Jacqueline A. Gregorski
Signature

12/28/99

Date Signed

TRADEMARK ASSIGNMENT

BELLSOUTH CORPORATION, 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 GROUP, INC.**, a corporation of the State of Delaware, with its principal place of business at 1155 Peachtree Street, N.E., Suite 16E02 Atlanta, Georgia 30309-3610 (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 the 12:01 a.m. (E.D.T.), September 1, 1998.

BELLSOUTH CORPORATION

By: Keith O. Cowan

Name: Keith O. Cowan

Title: Vice President-Corporate Development

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 CORPORATION duly authorized to execute this Trademark Assignment on behalf of BELLSOUTH CORPORATION, who signed and executed the foregoing instrument on behalf of BELLSOUTH CORPORATION.

Joyce Clower Janni
Notary Public

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

My Commission Expires: _____

**BELLSOUTH INTELLECTUAL PROPERTY
GROUP, INC.**

By: Keith O. Cowan

Name: Keith O. Cowan

Title: President

STATE OF GEORGIA §

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COUNTY OF FULTON §

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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 Conrad Jones
Notary Public

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

My Commission Expires: _____

Assignment
BellSouth Corporation to BellSouth Intellectual Property Group, Inc.

Trademark	Application Number	Filing Date	Registration Number	Registration State
1-800-BELLSOUTH and Design	75/338930	11-Aug-97		
A MILLION PLACES TO GO, ONE PLACE TO BEGIN	75/502671	15-Jun-98		
ALL DIGITAL. ALL CHANNELS. ALL THE TIME.	75/429,289	05-Feb-98		
ALL DIGITAL. ALL THE TIME.	75/429297	05-Feb-98		
AT HOME THE WORLD OVER	75/333,703	31-Jul-97		
BELLSOUTH #1	75/155248	23-Aug-96		
BELLSOUTH 411 NATIONWIDE	75/369,582	06-Oct-97		
BELLSOUTH HOMELINK	75/510657	29-Jun-98		
BELLSOUTH IC VIDEO	75/502852	15-Jun-98		
BELLSOUTH LONG DISTANCE PREMIER TOLL FREE	75/510540	29-Jun-98		
BELLSOUTH ON-PREMISES WIRELESS	75/470144	20-Apr-98		
BELLSOUTH PREPAID TO GO	75/374,788	17-Oct-97		
BELLSOUTH PSP REWARD PLAN	75/397327	28-Nov-97		
BELLSOUTH TELESTAT	75/286819	05-May-97		
BELLSOUTH.NET	75/124116	24-Jun-96		
BUSYCONNECT	75/345388	22-Aug-97		
CALL WIZARD	75/510658	29-Jun-98		
CELLULAR TO GO	75/502701	15-Jun-98		

Trademark	Application Number	Filing Date	Registration Number	Registration Date
CLUB*EDI (and design)	75/316942	30-Jun-97		
CYBERTONE	74/688834	15-Jun-95		
DCS 2N1	75/302030	02-Jun-97		
DCS 2N1 NUMBER	75/495530	03-Jun-98		
DCS MINUTE MANAGER	75/475825	28-Apr-98		
DESIGN FOR DIRECTORIES	327,713	23-Aug-79	1,327,713	11-Mar-80
DOT NET and Design	75/174010	30-Sep-96		
FASTACCESS	75/333702	31-Jul-97		
FLAP DESIGN	73/645993	24-Feb-87		
GUARDIAN ANGEL PROGRAM	75/316,918	30-Jun-97		
HOME SERIES	75/335716	04-Aug-97		
HOMEBOOK	75/246179	24-Feb-97	2,191,905	29-Sep-98
INCREASE YOUR NET WORTH, NOT YOUR NET WORK	75/502928	15-Jun-98		
INFORMATION ALL OVER	75/515,003	07-Jul-98		
KNOW YOU'RE ON THE NETWORK	75/420012	20-Jan-98		
LET YOUR FINGERS DO THE...	044783	02-Apr-90		
MOVEXPRESS	75/326544	17-Jul-97		
NO HAY COMO LA COMPANIA VECINA	75/495531	03-Jun-98		
NOBODY KNOWS A NEIGHBOR LIKE A NEIGHBOR	75/308875	16-Jun-97		
ONDACOM	75/395577	24-Nov-97		
ONDACOM	75/324001	14-Jul-97		

Trademark	Application Number	Filing Date	Registration Number	Registration Date
ONDACOM and Design	75/326542	17-Jul-97		
ONDACOM and Design	75/395,580	24-Nov-97		
ONE SIMPLE NUMBER. ONE SINGLE BILL. ALL BELLSOUTH.	75/503580	16-Jun-98		
OSPCM	75/278285	21-Apr-97		
OVERTURE	74/597774	14-Nov-94		
OVERTURE & Design	74/633,931	14-Nov-94		
POR TODO EL MUNDO, COMO EN SU CASA	75/373876	16-Oct-97		
PREFERRED STATE	75/416029	12-Jan-98		
PRESS BLUE TO GET THROUGH	75/478681	04-May-98		
RAM INTERACTIVE DISPATCH	75/356063	12-Sep-97		
RAPIDREPLY	75/270843	03-Apr-97	2,200,538	27-Oct-98
REAL HELP FOR THE REAL WORLD	75/368500	06-Oct-97		
ROAMMATE	75/409403	22-Dec-97		
SHARING TRADITIONS	75/280685	24-Apr-97		
WALKING FINGERS Design	520,225	01-Feb-85		
WINCENTER	75/200558	19-Nov-96		