



04-17-2000

04-29-2000

FORM 1
Expires 06/30
OMB 0651-0040

U.S. Patent & Trademark Office TM Mail Rcpt. Dt #40



101339459

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

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4.17.00

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date: _____
- Merger
- Change of Name
- Other: _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date:

Name: Information Superhighway, Inc.

April 6, 2000

Formerly: _____

- Individual General Partnership Limited Partnership Corporation Association
- Other: _____
- Citizenship / State of Incorporation / Organization: New York

Receiving Party

Mark if additional names of conveying parties attached

Name: Talk.com Inc.

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): 12020 Sunrise Valley Drive

Address (line 2): _____

Address (line 3): Reston

VA

20191

City

State / Country

Zip Code

- Individual General Partnership Limited Partnership If document is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.
- Corporation Association
- Other: _____
- Citizenship / State of Incorporation / Organization: Delaware

FOR OFFICE USE ONLY

04/28/2000 TTON11 00000038 012510 75722639

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC. 20231

TRADEMARK
REEL: 002061 FRAME: 0984

Domestic Representative (for the first Receiving Party Only)

Name: _____

Address (line 1): _____

Address (line 2): _____

Address (line 3): _____

Address (line 4): _____

Correspondent Name and Address (for the first Receiving Party Only)

Name: Chris Wilson

Address (line 1): ARNOLD & PORTER

Address (line 2): 555 12th Street N.W.

Address (line 3): Suite 1229-A

Address (line 4): Washington, DC 20004-1202

Pages

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

3

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)

75-722639

Number of Properties

Enter the total number of properties involved:

1

Fee Amount

Fee Amount for Properties Listed (37 C.F.R. 3.41)

\$40.00

Method of Payment

Enclosed

Deposit Account

Deposit Account Number: 01-2510

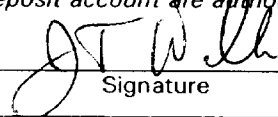
Authorization to charge additional fees: Yes No

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.

James T. Walsh, Esq.

Name of Person Signing



Signature

4/13/00

Date Signed

TRANSFER AND ASSIGNMENT

This Assignment is made effective as of this 6 day of April, 2000, by Information Superhighway, Inc., a New York corporation, with its principal office located at 30 West 72nd Street, New York, New York, ("ISHI") and Ira Todd Klein, on behalf of themselves and their officers, directors, principals, employees, agents, licensees, entities acting in concert with them, successors and assigns, (collectively "Assignors") in favor of Talk.com Inc., a Delaware corporation, with its principal office located at 12020 Sunrise Valley Drive, Reston, Virginia, ("Assignee").

WHEREAS Assignee desires to acquire, and Assignors desire to assign to Assignee, all of Assignors' right, title and interest in and to the trademark and service mark "Talkcom," in block letters, in typed letters, in stylized form, with telephone receiver or swish design, both as depicted in the attached Exhibit 1, and in any and all other forms, all of Assignors' right, title and interest in and to the "Talkcom.com" Internet domain name, all of Assignors' right, title and interest in and to any other service mark, trademark, trade name, Internet domain name or other source identifier consisting of or incorporating "Talkcom," "Talkcom.com," "Talk.com," or "Talk" or any variation thereof or term confusingly similar thereto, together with all associated goodwill and any applications for registration or registrations thereof (collectively the "Assigned Property"),

NOW, THEREFORE, for good and valuable consideration, the full receipt and adequacy of which are hereby acknowledged, and intending to be legally bound hereby, Assignors hereby take the following actions:


1. Assignors hereby sell, assign, transfer, convey and grant to Assignee all right, title, and interest now owned and possessed by Assignors or any of them in and to the Assigned Property.

2. Assignors further hereby assign, transfer, convey and grant to Assignee all claims, demands, and rights of action, at law and in equity, which they or any of them may have to recover for past infringements of the Assigned Property, currently known or that may become known hereafter.

3. ISHI hereby assigns, transfers, conveys and grants to Assignee all of ISHI's right, title and interest in and to its Application Serial No. 75-722639 to the United States Patent and Trademark Office to register "Talkcom" as a service mark.

4. Assignors agree to take such further actions and to execute such other instruments as Assignee shall reasonably request to give effect to the foregoing assignment or otherwise to evidence and to perfect the Assignee's interest in the Assigned Property, including, without limitation, any documents required to complete the registration of the service marks and the Internet domain names in the name of Assignee.

INFORMATION SUPERHIGHWAY, INC.

By: 

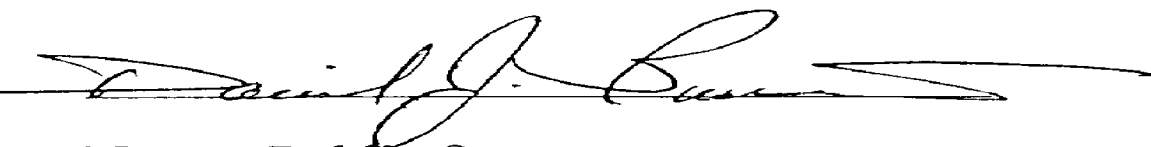
Ira Todd Klein
President



IRA TODD KLEIN
on his own behalf

City of: New York
County of: New York
State of: New York

Subscribed and sworn before me
this 6 day of April, 2000.



Notary Public for _____

My Commission Expires: _____

DANIEL J. BUONICONTI
Notary Public, State of New York
No. 02BU6021947
Qualified in New York County
Commission Expires March 22, 2001

TalkComSM

