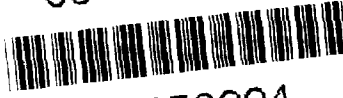


05-11-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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

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OPR/FINANCE

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

4-19-00

- 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
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/KA/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

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002069 FRAME: 0785

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 (412) 355-6785

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.

5

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)

Number of Properties

Enter the total number of properties involved.

6

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 165.00

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:

11-1110

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.

George D. Dickos

Name of Person Signing

Signature

Date Signed

SERVICEMARK AND TRADEMARK ASSIGNMENT

SERVICEMARK AND TRADEMARK ASSIGNMENT (this "Agreement"), dated as of March 8, 2000, by and between Carroll Ventures, LLC, an Ohio limited liability company and successor to DirectSite Corporation, an Ohio corporation ("Assignor"), and DirectSite, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor, Assignee, Protocol Communications, Inc., Protocol Holdings, Inc., Carroll Holdings, Inc., William V. Carroll and Beth Buse Carroll, or her successor in trust or otherwise, as trustee of an Electing Small Business Trust established pursuant to the William V. Carroll ESBT Agreement dated February 15, 2000 have entered into an Asset Purchase Agreement, dated as of February 16, 2000, as amended by Amendment No. 1, dated March 1, 2000 (the "Asset Purchase Agreement"), pursuant to which certain assets and liabilities are to be transferred to Assignee;

NOW, THEREFORE, Assignor and Assignee, pursuant to the Asset Purchase Agreement, and for good and valuable consideration, receipt of which is hereby acknowledged, do hereby agree as follows. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Asset Purchase Agreement.

Assignor hereby sells, assigns and transfers to Assignee, and Assignee hereby accepts, the entire right, title and interest in and to the following servicemarks and trademarks and the respective registrations thereof or applications therefor, as follows:

<u>United States Trademark Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
Service mark for "DirectSite"	Application Pending 75/618,073	
Service mark for "LINK-UP"	Application on Hold 74/270,135	
Service mark for "Call +"	Application on Hold 75/193,654	
Service mark for "DirectSite"	Application Pending 75/797,824	
Service mark for "DirectSite.com"	Application Pending 75/794,101	
Service mark for "DirectSite"	Application Pending 75/475,773	

including, without limitation, the goodwill of the business symbolized by each thereof, and all rights of action accrued and to accrue under and by virtue hereof, coupled with the right to sue and recover for past infringements of said servicemarks and trademarks.

[next page is signature page]


IN WITNESS WHEREOF, the undersigned has caused this Servicemark and Trademark Assignment to be executed as of the date first set forth above.

ASSIGNOR:

CARROLL VENTURES, LLC


By: Carroll Holdings, Inc.

Its: Sole Member

By: 
William V. Carroll
President

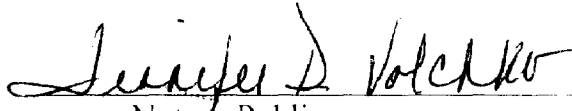
ASSIGNEE:

DIRECTSITE, INC.

By: 
Deborah Zonies
Vice President

State of Ohio)
) ss.:
County of Hamilton)

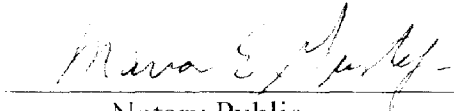
On this ___ day of March, 2000, before me personally came William V. Carroll, to me known, who, being by me duly sworn, did depose and say that he is the President of DirectSite Corporation, an Ohio corporation, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto as such officer and individually.



Notary Public

State of New York)
) ss.:
County of New York)

On this 6 day of March, 2000, before me personally came Deborah Zonies, to me known, who, being by me duly sworn, did depose and say that she is the Vice President of DirectSite, Inc., a Delaware corporation, the corporation described in and which executed the foregoing instrument; and that she signed her name thereto as such officer.



Notary Public

MARIAN E GUSTAFSON
Notary Public, State of New York
No. 60-4719491
Westchester County
Qualified in New York County
Commission Expires _____

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application of: Carroll Ventures, LLC

Application Nos.: 75/618,073; 75/270,135; 75/193,654; 75/797,824; 75/794,101 and 75/475,773

Various Marks

Box: Assignment
Assistant Commissioner for Patents and Trademarks
Washington, DC 20231

EXPRESS MAIL CERTIFICATE"Express Mail" label number EJ164520681USDate of Deposit April 19, 2000

I hereby certify that the following attached paper or fee
PTO FORM-1618A
SERVICE AND TRADEMARK ASSIGNMENT
CHECK PAYABLE TO PTO

is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to, Box: Assignment, Assistant Commissioner for Patents and Trademarks, Washington, DC 20231

Terri J. Watson

(Typed or printed name of person mailing paper or fee)

Terri J. Watson

(Signature of person mailing paper or fee)

NOTE: Each paper must have its own certificate and the "Express Mail" label number as a part thereof or attached thereto. When, as here, the certification is presented on a separate sheet, that sheet must (1) be signed and (2) fully identify and be securely attached to the paper or fee it accompanies. Identification should include the serial number and filing date of the application as well as the type of paper being filed, e.g. complete application, specification and drawings, responses to rejection or refusal, notice of appeal, etc. If the serial number of the application is not known, the identification should include at least the name of the inventor(s) and the title of the invention.

NOTE: The label number need not be placed in each page. It should, however, be placed on the first page of each separate document, such as, a new application, amendment, assignment, and transmittal letter for a fee, along with the certificate of mailing by "Express Mail." Although the label number may be on checks, such a practice is not required. In order not to deface formal drawings it is suggested that the label number be placed on the back of each formal drawing or the drawings be accompanied by a set of informal drawings on which the label number is placed.

(Express Mail Certificate [8-3])