

05-17-2000



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**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

- New 5-1-00
- 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
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

05/16/2000 JSNBAZZ 00000151 1950664

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40.00 OP

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

d631221.1

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)

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.)

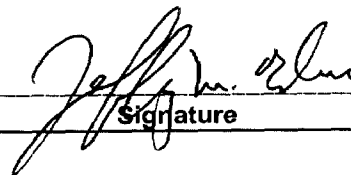
Deposit Account Number: #

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.

Jeffrey M. Becker



4/25/2000

Name of Person Signing

Signature

Date Signed

SERVICE MARK ASSIGNMENT


WHEREAS, U.S. ONLINE COMMUNICATIONS, INC. (the "ASSIGNOR"), a Delaware Corporation, is the owner of the registered United States Service Mark, Registration No. 1,950,664 for the mark "U.S. ONLINE";

AND WHEREAS, USOL, INC., a Delaware Corporation having a business address of 10300 Metric Boulevard, Austin, Texas 78758 (the "ASSIGNEE") is desirous of acquiring the entire right and title to and interest in said mark "U.S. ONLINE";

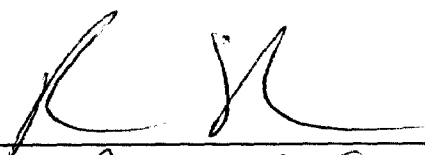
NOW THEREFORE, for sufficient, good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, and transfer unto ASSIGNEE its entire right and title to and interest in said mark, including that part of the goodwill of the business connected with the use of and symbolized by the mark, and further including the right to apply for trademark and service mark registrations thereon in foreign countries, said mark to be held and enjoyed by ASSIGNEE as entirely as the same would have been held by ASSIGNOR had this sale, assignment, and transfer not been made; and ASSIGNOR does hereby further agree and promise to execute all instruments and render all such assistance as ASSIGNEE may reasonably request in order to (i) make and prosecute any and all applications on said mark, (ii) enforce any and all trademark and service mark registrations on said mark, and (iii) confirm in ASSIGNEE legal title to said mark and all applications and trademark and service mark registrations on said mark, all without charge to ASSIGNEE but at no expense to ASSIGNOR.

Executed this 21 day of July, 1999.

U.S. ONLINE COMMUNICATIONS, INC.
A Delaware Corporation


By: ROBERT G. SOLOMON
Title: CEO

USOL, INC.
A Delaware Corporation


By: ROBERT G. SOLOMON
Title: PRESIDENT