

FORM PTO-1584 (Modified) (Rev. 9-93) OMB No. 0651-0011 (exp. 4/04) Copyright 1994-97 LegalStar TMO6REV03

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Docket No.:

12418.116

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

First Union National Bank

- Individual(s), General Partnership, Corporation-State, Other, Association, Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

4-10-2000

- Assignment, Security Agreement, Other Termination and Release of Security Interest, Merger, Change of Name

Execution Date: March 28, 2000

2. Name and address of receiving party(ies):

Name: MindSpring Engerprises, Inc.

Internal Address: Suite 400

Street Address: 1430 W. Peachtree St., N.W.

City: Atlanta State: GA ZIP: 30309

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic designation is... Designations must be a separate document from Additional name(s) & address(es)

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

74/712,475 74/557,605 75/591,555 74/712,697 75/569,301 75/491,767 75/339,835 75/565,888 75/560,888

B. Trademark Registration No.(s)

2,236,359 2,236,964 2,101,313 1,938,147 2,157,936 2,097,544 2,241,737 2,097,543 2,103,174

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Nancy Talavera Wood

Internal Address: Kennedy Covington Lobdell

& Hickman, L.L.P.

4200 Bank of America Corporate Center

Street Address: 100 N. Tryon Street

City: Charlotte State: NC ZIP: 28202

6. Total number of applications and registrations involved:

36

7. Total fee (37 CFR 3.41): \$ 9915.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

915E

DO NOT USE THIS SPACE

9. 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.

Nancy Talavera Wood

Name of Person Signing

Nancy Talavera Wood

Signature

4/5/00

Date

TRADEMARK

Continuation Sheet to Recordation Form Cover Sheet

Docket No. 12418.116

First Union National Bank

Termination and Release of Security Interest

A. Trademark Application No.(s)

75/048,543

75/008,166

75/457,309

75/439,577

75/427,194

75/070,485

B. Trademark Registration No.(s)

2,101,826

2,146,434

2,146,390

2,098,816

2,096,779

2,095,060

2,037,455

2,019,066

1,992,173

2,013,573

1,951,020

1,939,534

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LIB:

**TERMINATION AND RELEASE
OF SECURITY INTEREST
IN TRADEMARKS**

**TERMINATION AND RELEASE OF SECURITY INTEREST IN
TRADEMARKS**, dated as of March 28, 2000, by **FIRST UNION NATIONAL BANK**
("Secured Party").

WHEREAS, pursuant to the terms of a Guaranty and Collateral Agreement (as amended, modified, extended or restated from time to time, the "Agreement") between MindSpring Enterprises, Inc. (the "Company") and the Secured Party, the Company granted to the Secured Party a security interest in and lien on all of the trademarks and trademark applications identified on Exhibit A attached hereto (collectively, the "Pledged Trademarks"); and

WHEREAS, the Agreement was recorded with the United States Patent and Trademark Office on February 18, 1999 at Reel/Frame 1863/0292; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in the Pledged Trademarks as herein provided;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby terminates and releases its security interest in and lien on all of the Pledged Trademarks effective as of the date first set forth above.

This Termination and Release may be executed in any number of counterparts which shall together constitute one and the same agreement.

IN WITNESS WHEREOF, the Secured Party has executed this Termination and Release, to take effect as of the date first set forth above.

First Union National Bank
Secured Party

By: _____

Title: _____



Mark L. Cook
Senior Vice President

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**TRADEMARK
REEL: 002080 FRAME: 0545**

STATE OF NORTH CAROLINA

MECKLENBURG COUNTY

I, Beth E Catterton, a Notary Public of the aforesaid County and State, do hereby certify that Mark Cook personally appeared before me this day and acknowledged that he is the Senior Vice President of **FIRST UNION NATIONAL BANK** (the "Secured Party"), a national banking association, and that by authority duly given and as an act of the Secured Party, the foregoing instrument was signed in its name by him.

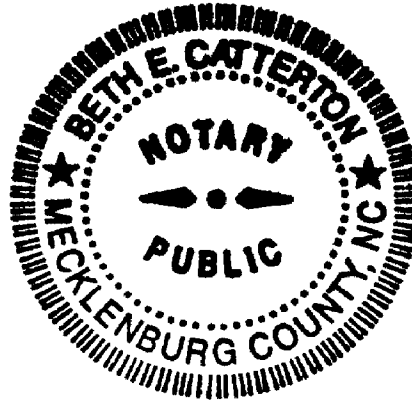
Witness my hand and notarial seal this 28th day of March, 2000.

Beth E Catterton

Notary Public

My Commission Expires:

MY COMMISSION EXPIRES 10/17/2004



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TRADEMARK
REEL: 002080 FRAME: 0546

Exhibit A

**U.S. Trademarks subject to security interest of
First Union National Bank, recorded February 18, 1999,
at Reel 1863 and Frame 0292**

Mark	Serial/ Registration No.	Filing/Registration Date
I-SITE	SN 74/712,475	08/08/1995
INTERNET DIRECT	SN 74/712,697	08/08/1995
INTERNET DIRECT	RN 2,236,359	04/06/1999
INTERNET IN A BOX	SN 75/339,835	08/07/1997
INTERNET OFFICE	SN 74/557,605	08/05/1994
MINDSPRING	SN 75/569,301	10/06/1998
MINDSPRING	SN 75/565,888	10/01/1998
OUR INTERNET SERVICES WERE DESIGNED WITH YOU IN MIND	SN 75/591,555	11/17/1998
QUICKWEB	SN 75/491,767	05/27/1998
SPAMINATOR	SN 75/560,888	09/28/1998
SPRY	SN 75/048,543	01/25/1996
SPRY & Design	RN 1,938,147	11/28/1995
SPRY NET	SN 75/008,166	10/20/1995
SPRY NET & Design	RN 2,241,737	04/27/1999
NETCOM & Design	SN 75/457,309	03/26/1998
YOUR WAY TO INTERNET NETCOM	SN 75/439,577	02/24/1998
NETCOM & Design	SN 75/427,194	02/02/1998
NETCOMMUNITY	SN 75/070,485	03/11/1996
NETCOM ON-LINE COMMUNICATION SERVICES	RN 2,236,964	04/06/1999
INTERNET IN A BOX	RN 2,157,936	05/19/1998
MINDSPRING and Design	RN 2,097,543	09/16/1997
MINDSPRING and Design	RN 2,101,313	09/30/1997
MINDSPRING and Design	RN 2,097,544	09/16/1997
MINDSPRING and Design	RN 2,103,174	10/07/1997
MOSAIC IN A BOX	RN 2,101,826	09/30/1997
MISCELLANEOUS DESIGN	RN 2,146,434	03/24/1998
MISCELLANEOUS DESIGN	RN 2,146,390	03/24/1998
NETCOMPLETE	RN 2,098,816	09/23/1997
NETCOMPLETE	RN 2,096,779	09/16/1997
NETCOMPLETE	RN 2,095,060	09/09/1997
NETCRUISER	RN 2,037,455	02/11/1997

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**TRADEMARK
REEL: 002080 FRAME: 0547**

Mark	Serial/ Registration No.	Filing/Registration Date
NETCOM	RN 2,019,066	11/26/1996
NETCRUISER	RN 1,992,173	08/06/1996
NETCOM & Design	RN 2,013,573	11/05/1996
NETCRUISER PLUS	RN 1,951,020	01/23/1996
NETCOM ON-LINE COMMUNICATION SERVICES	RN 1,939,534	12/05/1995

Canadian Trademarks

Mark	Serial/Registration No.	Filing/Registration Date
INTERNET IN A BOX	SN 773,674	01/24/1995
INTERNET IN A BOX	SN 868,943	02/04/1998
INTERNET OFFICE	SN 774,469	02/01/1995
QUICKWEB	SN 888, 930	09/01/1998
SPRY	RN 477,025	05/30/1997
SPRY & Design	RN 458,534	05/31/1996
SPRY NET	SN 803,486	02/05/1996
WEBSHOST	SN 812,409	05/10/1996

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