CORRECT.

04-30-2001

4/26/01

Form PTO-1594 (Rev. 6-93) RECORD

OMB No. 0651-0011 (exp. 4/94) 1

101671936

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Next Generation Network, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation: State of Delaware
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

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

United States Trust Company of New York
114 West 47th Street, 25th Floor
New York, NY 10036

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation: State of New York
☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from assignment)

3. Nature of conveyance:

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other: Correct the "Nature of Conveyance" to read "Security Agreement" on previous Recording (Reel #: 2011 / Frame #: 0229)

Execution Date: ~~March 26, 1999~~ December 14, 1999

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s). and description

75/827,872 (E*BILLBOARD)
75/763,606 (E-BILLBOARD)
75/654,664 (NEXT GENERATION NETWORK)
75/654,668 (NGN)
75/655,093 (IN-LINE TV)

B. Trademark Registration No(s). and description

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

Richard M. Berman
FAEGRE & BENSON LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
612/336/3463

6. Total number of applications and registrations involved: 05

7. Total fee (37 CFR 3.41) $140.00

Enclosed CHARGE FEE
☒ Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

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.

Richard M. Berman
Name of person signing

Richard M Berman
Signature

October 25, 2000
Date

Total number of pages including cover sheet, attachments, and document: __

Mail documents to be recorded with required cover sheet information to:
Director – U.S. Patent and Trademark Office, Box Assignments
Washington, D.C. 20231

YYYYY-XXXXXX

M2:20344689.01(F&B 9/28/00)

MED 12-27-99

01-24-2000

Form PTO-1594 (Rev. 6-93) RE SHEET U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0011 (exp. 4/94) 101250442 Patent and Trademark Office

To the Honorable Commissioner ... rd the attached original document or copy thereof

1. Name of conveying party(ies):

Next Generation Network, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation: State of Delaware
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

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

United States Trust company of New York
114 West 47th Street, 25th Floor
New York, NY 10036

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation: State of New York
☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from assignment)

3. Nature of conveyance:

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____
Execution Date: _____

4. Application number(s) or trademark number(s):

A. Trademark Application No(s).
75/827,872 (E*BILLBOARD)
75/763,606 (E-BILLBOARD)
75/654,664 (NEXT GENERATION NETWORK)
75/654,668 (NGN)
75/655,093 (IN-LINE TV)

B. Trademark Registration No(s).

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

Stephen C. Lee
FAEGRE & BENSON LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-3901
612/336-3366

6. Total number of applications and registrations involved 5

7. Total fee (37 CFR 3.41) $140.00

☒ Enclosed
☒ Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

01/21/2000 DNGUYEN 00000123 75827872
01 FC:481 40.00 OP
02 FC:482 100.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and believe, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Stephen C. Lee
Name of person signing

Signature

December 22, 1999
Date

Total number of pages including cover sheet, attachments, and document: 4

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

32466-222569

M2.20285092.01

ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the undersigned with principal offices at the address set forth next to their name appearing in the signature pages hereof, (each individually an "Assignor" and collectively the "Assignors") hereby assigns and grants to United States Trust Company of New York, as Collateral Agent, with principal offices at 114 West 47th Street, 25th Floor, New York, New York 10036 (the "Assignee"), a security interest in (i) all of the Assignors' right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses symbolized by the Marks and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THE ASSIGNMENT is made to secure the full and prompt performance and payment of all the Obligations of the Assignors, as such term is defined in the Security Agreement among the Assignors, the other assignors party thereto and the Assignee, dated as of February 18, 1998 (as amended form time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfactions, execute acknowledge, and deliver to the Assignors an instrument in writing releasing the security interest in the Marks acquired under this Assignment.

The Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. the rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 14th day of December, 1999.

NEXT GENERATION NETWORK, INC.

as Assignor

By _____
Michael J. Kolthoff
Treasurer
11010 Prairie Lakes Drive, Suite 300
Minneapolis, MN 55344-3854

STATE OF MINNESOTA)
) ss.:
COUNTY OF HENNEPIN)

On this 14th day of December, 1999, before me personally came Michael J. Kolthoff who, being by me sworn, did state as follows: that he is Treasurer of Next Generation Network, Inc., that he is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and the he did so by authority of the Board of Directors of said corporation.

M2:20283048.01

PENELOPE M. SKLUZACEK
NOTARY PUBLIC-MINNESOTA
MY COMMISSION EXPIRES 1-31-2005

TRADEMARK
REEL: 002238 FRAME: 0277

SCHEDULE A

Trademarks and Trademark Licenses

Trademark Name	Serial/ Registration Number	Application or Registration Date
E*BILLBOARD	75/827,872	October 20, 1999
E-BILLBOARD	75/763,606	July 29, 1999
NEXT GENERATION NETWORK	75/654,664	March 5, 1999
NGN	75/654,668	March 5, 1999
IN-LINE TV	75/655,093	March 5, 1999

UNITED ST ES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

RECEIVED
APR 13 2000

APRIL 03, 2000

PTAS

101250442A

FAEGRE & BENSON LLP
STEPHEN C LEE
90 SOUTH SEVENTH STREET
2200 NORWEST CENTER
MINNEAPOLIS, MN 55402-3901

324608-222564
219268
217190
217191 217189

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 12/27/1999

REEL/FRAME: 002011/0229
NUMBER OF PAGES: 4

BRIEF: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

ASSIGNOR:
NEXT GENERATION NETWORK, INC.

DOC DATE: 12/14/1999
CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

ASSIGNEE:
UNITED STATES TRUST COMPANY OF NEW YORK
114 WEST 47TH STREET, 25TH FLOOR
NEW YORK, NEW YORK 10036

CITIZENSHIP: NEW YORK
ENTITY: CORPORATION

APPLICATION NUMBER: 75827872
REGISTRATION NUMBER:

FILING DATE: 10/20/1999
ISSUE DATE:

MARK: E*BILLBOARD
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

002011/0229 PAGE 2

APPLICATION NUMBER: 75763606 FILING DATE: 07/29/1999
REGISTRATION NUMBER: ISSUE DATE:

MARK: E-BILLBOARD
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75654664 FILING DATE: 03/05/1999
REGISTRATION NUMBER: ISSUE DATE:

MARK: NEXT GENERATION NETWORK
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75654668 FILING DATE: 03/05/1999
REGISTRATION NUMBER: ISSUE DATE:

MARK: NGN
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75655093 FILING DATE: 03/05/1999
REGISTRATION NUMBER: ISSUE DATE:

MARK: IN-LINE TV
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

PAULA MCCRAY, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

THIS WILL ACKNOWLEDGE RECEIPT OF THE FOLLOWING IN THE UNITED STATES PATENT AND TRADEMARK OFFICE ASSIGNMENT DIVISION

- Transmittal Letter
- Recordation Cover Sheet
- Assignment of Security Interest to
- U.S. Trust Company of New York
- Ser. Nos.: 75/827,872; 75/763,606; 75/654,664;
- 75/654,668; 75/655,093
- Postcard

Applicant:	Next Generation Network, Inc.
Filed:	N/A
Mark :	See Above
Docket No.:	32466-222569; 219268; 217189; 217191; 217190
RMB/meh	
Date mailed:	October 30, 2000

FAEGRE & BENSON LLP

2200 WELLS FARGO CENTER, 90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901
TELEPHONE 612-336-3000
FACSIMILE 612-336-3026

RICHARD M. BERMAN
rberman@faegre.com
612/336-3463

October 25, 2000

VIA FACSIMILE
703 – 306-5995

U.S. Patent and Trademark Office
Assignment Division
Box Assignments, CG-4
1213 Jefferson Davis Hwy, Suite 320
Washington, DC 20231

Re: Request for Correction of Recording – Next Generation Network, Inc. to United States Trust Company of New York

Dear Sir/Madam:

Next Generation Network respectfully requests that a correction be made to the data submitted on the Recordation Form Cover Sheet dated December 22, 1999. That submission inadvertently incorrectly indicated that Next Generation Network, Inc. had assigned the listed applications to United States Trust Company of New York. The correct nature of the conveyance was a "Security Agreement."

As requested by the United States Patent and Trademark Office in order to correct the records, submitted herewith is new Recordation Form Cover Sheet marked "CORRECTIVE, the original Recordation Form Cover Sheet marked "COPY," the Security Agreement, and payment by credit card the of $140 for the filing fee. In the event these funds are insufficient, the Commissioner is authorized to charge our Deposit Account No. 06-0029 and notify us of the same. When the correction is recorded, the records should show the recording of a security agreement instead of an assignment for application Serial Nos. 75/827,872; 75/763,606; 75/654,664; 75/654,668; and 75/655,093.

We look forward to receiving a corrected Notice of Recordation. Please call me if you have any questions. Thank you.

Very truly yours,

Richard M Berman

Richard M. Berman

RMB
Enclosures
M2:20344705.01

FAEGRE & BENSON LLP

2200 WELLS FARGO CENTER, 90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901
FAX CENTER TELEPHONE 612-336-3932
FACSIMILE 612-336-3026

FACSIMILE TRANSMISSION

FROM:	Colleen M. Sarenpa, Sr. Trademark Specialist	TELEPHONE: EMAIL:	612-336-3502 csarenpa@faegre.com
DATE:	April 26, 2001	TIME:	_____ __.m. (Minneapolis)
	NUMBER OF PAGES (including this page):	F&B FILE:	REC:
TO:	Sedley Pyne U.S. Trademark Office - Assignment Division	TELEPHONE: FAX:	 703-308-7124

MESSAGE

Re: Recordal of Correction of Assignment - U.S. Application Nos. 75/827,872; 75/763,606; 75/654,664; 75/654,668; 75/655,093

Dear Mr. Pyne

Per our telephone conversation of today, I am resubmitting documentation sent to the Assignment Branch back in October, 2000; however, since the fax number we used was incorrect, it appears these documents were never received by you. In view of this delay, I would appreciate it if you could process the recordal of correction to reflect the December 27, 1999 recordal at Reel/Frame: 002011/0229 as a Security Agreement and not an assignment document.

I look forward to confirmation of this recordal. If you have any questions, please call/e-mail/fax me. Once again, I thank you for your attention and for attending to this matter.

/cms

IF YOU DO NOT RECEIVE ALL PAGES, PLEASE CALL THE FAX CENTER AT 612-336-3932 OR TERRY CONN AT 612-336-3773.

THIS TELECOPY IS INTENDED ONLY FOR THE USE OF THE PERSON TO WHOM IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF YOU ARE NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.