

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
Patent and Trademark Office

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

1. Name of conveying party(ies):

HearMe

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

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

2. Name and Address of receiving party(ies)

**PalTalk Holdings, Inc.
213 West 35th Street
13th Floor
New York, NY 10001**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- 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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: December 19, 2001

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

A. Trademark Application No(s).

**75648641
75597220**

B. Trademark Registration No(s).

Additional numbers attached? Yes No

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

**Steven M. Rosenthal, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 2

7. Total fee (37 CFR 3.41) \$65

All fees and any deficiencies are authorized to be charged to Deposit Account (**Our Reference 057530/1**)

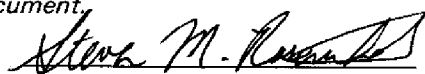
8. Deposit Account No. 19-2385

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.

Steven M. Rosenthal



March 11, 2002

Name

Signature

Date

Total number of pages including cover sheet, attachments, and document: 3

Appendix G

TRADEMARK AND TRADE NAME ASSIGNMENT

WHEREAS, HearMe, a Delaware corporation and its wholly-owned subsidiaries, AudioTalk Networks, Inc., a California corporation, and Resounding Technologies, Inc., a Delaware corporation (collectively, "Assignor") with its principal place of business at 685 Clyde Avenue, Mountain View, California 94043, is the owner of certain trademarks, service marks, trade names, and logos (collectively, the "Marks and Names"), including but not limited to those Marks and Names listed on Schedule A.

WHEREAS, PalTalk Holdings, Inc, a Delaware corporation with its principal place of business at 213 West 35th Street, Thirteenth Floor, New York, NY 10001 ("Assignee"), is desirous of acquiring said Marks and Names worldwide,

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged:

Assignor hereby assigns unto Assignee all right, title and interest, including common law rights, in the United States of America, and in all countries and jurisdictions of the world, in and to the Marks and Names listed on Schedule A, together with the goodwill of the business symbolized by said Marks and Names, and applications and registrations thereof, and that portion of the business which is ongoing and existing to which the trademarks pertain.

HEARME

By: James B. Schmitt

Title: CEO

Date: 19-DEC-2001 15:50

PALTALK HOLDINGS, INC.

By: _____

Title: _____

Date: _____

AUDIOTALK NETWORKS, INC.

By: James B. Schmitt

Title: CEO

Date: 19-DEC-2001 15:50

RESOUNDING TECHNOLOGY, INC.

By: James B. Schmitt

Title: CEO

Date: 19-DEC-2001 15:50

SCHEDULE A

CountryName	TrademarkName	Class	FileDate	ApplNumber	RegDate	RegNum ber	Status
Australia	DESIGN (SOUND WAVES)	9353841	23-Aug-99	804747	23-Aug-99	804747	Registered
Australia	HEARME	9353841	23-Aug-99	804746	23-Aug-99	804746	Registered
California	HEARME	41			28-Dec-99	52625	Registered
Canada	DESIGN (SOUND WAVES)		20-Aug-99	1026320			Filed
Canada	HEARME		13-Oct-99	1032453			Filed
European Community	DESIGN (SOUND WAVES)	9163536 4142	04-Jun-99	1240670			Published
European Community	HEARME	9.16354 E+12	31-May-99	1193473			Opposed
European Community	HEARME.COM	9163536 4142	04-Jun-99	1201409			Abandone
United States of America	AUDIOTALK	9	18-Jun-99	75/732,086			Allowed
United States of America	BRINGING VOICE TO THE INTERNET	9					App Prep
United States of America	DESIGN (SOUND WAVES)	9353841 42	23-Feb-99	75/646,513			Filed
United States of America	HEARME	42	30-Nov-98	75/597,220			Opposed
United States of America	HEARME	935	23-Feb-99	75/648,641			Allowed