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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102001943

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

1. Name of conveying party(ies):

ImagiNation Network, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 26, 2002

2. Name and address of receiving party(ies)

Name: America Online, Inc.

Internal
Address:

Street Address: 22000 AOL Way

City: Dulles State VA Zip: 20166

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2022338; 2024242

Additional number(s) attached Yes No

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

Name: Douglas R. Bush

Internal Address: Arent Fox Kintner Plotkin & Kahn

Street Address: 1050 Connecticut Ave., NW

City: Washington State: DC Zip: 20036-5339

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-2300

DO NOT USE THIS SPACE

9. Signature.

Douglas R. Bush
Name of Person Signing

Signature

Feb 27, 2002
Date

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

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

03/04/2002 TDI A Z 1 00000186 2022338

01 FC:481 40.00 DP
02 FC:482 25.00 DP

TRADEMARK
REEL: 002453 FRAME: 0222

ASSIGNMENT

WHEREAS, ImagiNation Network, Inc. ("Assignor"), a California corporation having an address of 41486 Old Barn Way, Oakhurst, California, 93644, has adopted and used in its business the marks (the "Marks") listed on Exhibit A for which registrations have been obtained from the U.S. Patent and Trademark Office;

WHEREAS, America Online, Inc. ("Assignee"), a Delaware corporation having an address of 22000 AOL Way, Dulles, Virginia 20166, is desirous of acquiring all right, title and interest in and to the Marks, and the registrations thereof, together with the goodwill of the business associated with the Marks, as the successor in interest to that portion of Assignor's ongoing and existing business to which the Marks pertain;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Marks worldwide, and the registrations thereof, together with the goodwill of the business symbolized by the Marks.

IMAGINATION NETWORK, INC.

By James R. Bramson

Printed Name James R. Bramson

Title Counsel

Date 2/26/02

TECH/99351.1

EXHIBIT A

REGISTRATIONS

<i>Mark</i>	<i>Registration Date</i>	<i>Registration No.</i>	<i>Serial No.</i>
CYBERPARK	December 17, 1996	2024242	74-456341
CASINOLAND	December 10, 1996	2022338	74-456343