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

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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. 3/14/02 [Stamp: MAR 16 2002] [Stamp: PATENT & TRADEMARK OFFICE] [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State California [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: America Online, Inc. Internal Address: 22000 AOL Way Street Address: City: Dulles State: VA Zip: 20166 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] 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

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2024242; 2022338 Additional number(s) attached [] Yes [] No

6. Total number of applications and registrations involved: 2

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, PLLC 1050 Connecticut Ave., N.W. Street Address: City: Washington State: DC Zip: 20036

7. Total fee (37 CFR 3.41) \$ 65.00 [X] Enclosed [X] 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] Signature March 14, 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

03/18/2002 6TON11 00000030 2024242 01 FC:481 40.00 OP 02 FC:482 25.00 OP

TRADEMARK REEL: 002462 FRAME: 0883

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. Brumson

Printed Name James R. Brumson

Title Counsel

Date 3/4/02

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