10-08-2002



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REC( 3. DEPARTMENT OF COMMERCE Form PTO-1594 U.S. Patent and Trademark Office (Rev. 03/01) 102243234 Τŀ OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇒ ⇒ ⇒ To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. 2. Name and address of receiving party(ies) Name of conveying party(ies): Name: SBC Holdings Properties, L.P. SBC Properties GP, Inc. Internal Address: Individual(s) Association Street Address: 645 East Plumb Lane Limited Partnership General Partnership City: Reno State: NV Zip: 89502 Corporation-State Delaware Other \_ Individual(s) citizenship\_\_\_\_\_ Association Additional name(s) of conveying party(ies) attached? Yes V No General Partnership 3. Nature of conveyance: Limited Partnership Nevada Assignment Merger Corporation-State\_ Security Agreement Change of Name 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 Other Execution Date: 06-26-2002 4. Application number(s) or registration number(s): B. Trademark Registration No.(s) 2,442,731 78/069759 A. Trademark Application No.(s) 78/069757 1,545,200 ✓ Yes Additional number(s) attached 5. Name and address of party to whom correspondence 6. Total number of applications and 48 concerning document should be mailed: registrations involved: ..... Name: David J. Cho 7. Total fee (37 CFR 3.41).....\$\_\_\_\_\_ Internal Address:\_ Enclosed Authorized to be charged to deposit account 8. Deposit account number: 175 East Houston Street Street Address: Room 4-C-90 City: San Antonio State: TX Zip:78205 DO NOT USE THIS SPACE 9. Signature. DBYRNE 00000171 78069759 10/08/2002 40.00 DP 01 FC:481 David J. Cho 1175.00 OP 02 FC:482 Name of Person Signing al number of pages including cover sheet, attachments, and document

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

Registration/Application No.	Trademark/Service Mark
78/069759	ACCESS ADVANTAGE
78/070202	AMERITECH PHONE SOLUTION
78/070206	AMERITECH WEB SOLUTION
78/070277	INTERNATIONAL SUPER SAVERPLUS
78/070417	SUPERTRUNK
78/073588	ECONOMY SOLUTION
78/074424	SMARTPAGES.COM and Design
78/074434	WWW.SMARTPAGES.COM & DESIGN
78/075369	SNET. THE SMART BUSINESS DECISION.
78/087503 78/087505	YOUR ONLINE YELLOW PAGES - AND MORE! WWW.SMARTPAGES.COM YOUR ONLINE YELLOW PAGES AND MORE.
78/104509	UP2SPEED & DESIGN
78/131004	PREMIERSERV
78/131002	BASICSERV
78/131007	DEDICATEDSERV

**ESSENTIALSERV** 

78/131010

TRADEMARK REEL: 2588 FRAME: 0078

Registration/Application No.	Trademark/Service Mark
1,122,266	FREEDOM PHONE
1,327,682	BELL & Design
1,327,700	Bell design
1,459,198	SOUTHWESTERN BELL
1,545,200	BELL
1,552,273	FAST TRACK
1,565,564	Bell design
1,574,449	SOUTHWESTERN BELL
1,633,862	FREEDOM PHONE
1,820,808	FAXNOTES
2,167,156	INTERNET HOUSECALL
2,328,460	HANG UP ON SLAMMING
2,341,037	YOUR PERSONAL KEY TO THE WIRELESS WORLD
2,349,972	TALK ACROSS TEXAS
2,355,118	THE PHONE IS ONCE AGAIN YOUR FRIEND
2,364,323	PACIFIC BELL CENTREXSMART
2,375,136	BLUE WEB'N & Design
2,442,731	ASK FOR THE SMART CHIP
2,444,512 2,468,831	START EXPECTING MORE SOUTHWESTERN BELL HOME ENTERTAINMENT
	(AND DESIGN)
2,498,911	SOUTHWESTERN BELL FULL SOLUTION
2,507,807	PACIFIC BELL WEB SOLUTION
2,514,211	PRIVACY MANAGER
2,524,189	CELL-MATE
2,536,853	GET UP TO SPEED
2,538,426	GET UP TO SPEED & Design
2,538,428	STOP WORRYING. START TALKING.
2,544,143	THE ONE WITH THE SMART CHIP
2,585,523	UP2SPEED
2,596,203	DIRECT REPLY (Supplemental Registration)
2,596,895	SMARTTRUNK
78/069757	ACCESS ADVANTAGE PLUS

TRADEMARK REEL: 2588 FRAME: 0079

## **ASSIGNMENT**

WHEREAS, SBC Properties GP, Inc., a corporation of the State of Delaware, having an address of 645 Plumb Lane, Reno, Nevada 89502, (hereinafter "SBC Properties GP"), adopted, used and is using the trademarks and service marks (hereinafter "the MARKS") in connection with the goods and/or services listed in Appendix A, and is the record owner of the United States Registrations and/or Applications listed in Appendix A; and

WHEREAS, SBC Holdings Properties, L.P., a limited partnership of the State of Nevada and having an address of 645 East Plumb Lane, Reno, Nevada 89502, (hereinafter "SBC Holdings"), has acquired all of SBC Properties GP's rights, title and interest in and to said MARKS, the goodwill symbolized thereby, the business associated therewith, and the United States registrations and/or applications of said MARKS, and is desirous of making said acquisition of record.

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, SBC Properties GP hereby transfers, assigns and conveys by capital contribution to SBC Holdings all rights, title and interest in and to the MARKS listed in Appendix A and the goodwill symbolized thereby, the business associated therewith, and the registration and/or application of the MARKS.

Executed: June 26, 2002	SBC PROPERTIES GP, INC.
	By: MM/L
	Michael J. Viola
	Treasurer
State of	
County of Bexar	ss.
Before me the undersigned aut	hority, on this 24th day of 2002,  Treasurer of SBC Properties GP Inc., known to me to be the
Personally appeared attraction to the second	, Treasurer of SBC Properties GP Inc., known to me to be the ne foregoing instrument and acknowledged to me that he executed
the same for the nurnoses therein conta	ined and in the canacity therein stated

HERLINDA H. ALMAGUER
MY COMMISSION EXPIRES
November 12, 2002

RECORDED: 10/08/2002

My Commission Expires: November 12,2002

TRADEMARK
REEL: 2588 FRAME: 0080