

10-07-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

▼ 10-7-02 ▼

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

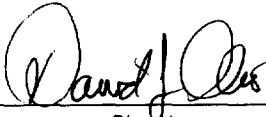
<p>1. Name of conveying party(ies):</p> <p>Pacific Telesis Group</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Nevada <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: PTG Properties, Inc.</p> <p>Internal Address: _____</p> <p>Street Address: 645 East Plumb Lane</p> <p>City: Reno State: NV Zip: 89502</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Nevada <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: 06-26-2002</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 73/712658</p> <p>_____</p>	<p>B. Trademark Registration No.(s) 1,294,986</p> <p>1,317,302</p> <p>_____</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: David J. Cho</p> <p>Internal Address: _____</p> <p>_____</p> <p>Street Address: 175 East Houston Street</p> <p>Room 4-C-90</p> <p>City: San Antonio State: TX Zip: 78205</p>	<p>6. Total number of applications and registrations involved: 115</p> <p>7. Total fee (37 CFR 3.41).....\$ _____</p> <p><input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p>
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DO NOT USE THIS SPACE

9. Signature.

David J. Cho  10/4/02

Name of Person Signing Signature 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 Patent & Trademarks, Box Assignments
Washington, D.C. 20231

10/08/2002 6TON11 00000004 73712658

01 FC:481
02 FC:482

40.00 OP
2850.00 OP

TRADEMARK
REEL: 002593 FRAME: 0825

Application/Registration No. Trademark/Service Mark

73/712658	LET YOUR FINGERS DO THE RUNNING.....& Design
1,294,986	TELESIS
1,317,302	MISCELLANEOUS DESIGN
1,327,680	MISCELLANEOUS DESIGN
1,327,752	BELLMAC
1,327,761	BELLCOM
1,341,442	MISCELLANEOUS DESIGN
1,353,472	MISCELLANEOUS DESIGN
1,365,364	PAC*TEL & Design
1,433,267	CREDIT CARD PHONE & Design
1,441,492	TEENLINE
1,442,484	TEXPO
1,444,406	TEXPO
1,446,378	PAC*TEL & Design
1,446,379	PACTEL
1,448,907	PAC*TEL & Design
1,459,002	CREDIT CARD PHONE & Design
1,459,202	PACIFIC BELL
1,459,997	NEVADA BELL
1,463,844	BRANDSTANDS
1,464,818	PAC*TEL & Design
1,464,840	PAC*TEL & Design
1,464,841	PACTEL
1,464,865	PAC*TEL & Design
1,464,866	PACTEL
1,466,606	PROGRESS INTELLIGENTLY PLANNED
1,469,404	MISCELLANEOUS DESIGN
1,469,466	MISCELLANEOUS DESIGN
1,469,972	MISCELLANEOUS DESIGN
1,472,680	MISCELLANEOUS DESIGN
1,473,114	SMART YELLOW PAGES
1,473,437	PACTEL
1,475,336	PACIFIC TELEPHONE
1,475,886	LET YOUR FINGERS DO THE RUNNING & Design
1,480,025	MISCELLANEOUS DESIGN
1,491,626	PROGRESS INTELLIGENTLY PLANNED
1,494,180	PROGRESS INTELLIGENTLY PLANNED
1,494,465	PROGRESS INTELLIGENTLY PLANNED
1,494,548	PROGRESS INTELLIGENTLY PLANNED
1,497,476	PACTEL
1,502,142	MISCELLANEOUS DESIGN
1,514,563	SMART
1,514,801	SMART

Application/Registration No. Trademark/Service Mark

1,526,069	SMART YELLOW PAGES
1,543,061	SMART RESOURCE CENTER
1,545,199	BELL
1,546,154	Bell Design
1,572,984	NEVADA*BELL & Design
1,574,446	NEVADA BELL
1,574,447	PACIFIC BELL
1,574,451	PACIFIC BELL & Design
1,591,321	ALARM PLUS
1,813,146	"GOOD ENOUGH" ISN'T.
1,865,412	CENTREX CLASSIC
1,969,023	PACIFIC*TELESIS & Design
1,986,421	TELESIS
1,992,233	TELESIS
1,994,260	TELESIS
2,002,029	PACIFIC*TELESIS & Design
2,005,448	PACIFIC*TELESIS & Design
2,006,269	SMART DELIVERY
2,006,668	VALUE PROMISE
2,006,689	FIBER ADVANTAGE
2,014,711	TELESIS FOUNDATION & Design
2,021,539	TELESIS
2,022,697	TELESIS
2,037,340	CUSTOM VIRTUAL NETWORK & Design
2,048,068	PACIFIC BELL CONNECTS & Design
2,093,917	PACIFIC TELESIS INTERNATIONAL
2,099,898	SMART WHITE PAGES
2,106,723	IMAGINE WHERE WE CAN TAKE YOU
2,118,315	SMART PAGEFINDER TABS
2,122,111	AT HAND
2,140,186	MISCELLANEOUS DESIGN
2,145,463	PACIFIC BELL WORLDWIDE CALLING CARD
2,151,430	PACIFIC BELL BUSINESS ONE NUMBER CARD
2,151,432	PACIFIC BELL ONE NUMBER CALLING CARD
2,164,842	MISCELLANEOUS DESIGN
2,178,863	AT HAND
2,188,502	SPEND LESS. TALK MORE.
2,189,827	PACIFIC BELL DIGITAL TV
2,189,828	PACIFIC BELL DIGITAL TV
2,194,154	PACIFIC BELL DIGITAL TV
	PACIFIC BELL WORLDWIDE BUSINESS CALLING CARD
2,198,900	
2,209,523	IF YOU CAN'T DO IT WITH THIS, MAYBE IT CAN'T BE..

Application/Registration No. Trademark/Service Mark

2,211,201	AT HAND
2,211,900	PACIFIC BELL WIREPRO PLUS
2,211,901	PACIFIC BELL WIREPRO
2,223,905	AT HAND HOMEFINDER
2,232,643	NETGUAGE
2,232,656	IF YOU CAN'T DO IT WITH THIS, MAYBE IT CAN'T BE..
2,232,684	PURE DIGITAL PCS
2,234,929	@ Design
2,246,603	PACIFIC BELL PARK
2,250,124	PACIFIC BELL ONEPRICE SAVER
2,254,085	AHORRE MAS. HABLE MAS.
2,261,436	PACIFIC BELL PURE DIGITAL PCS
2,265,300	PACIFIC BELL DIGITAL TV
2,271,005	PURE DIGITAL DOUBLE
2,283,623	@ Design
2,285,930	@ Design
2,296,425	PACIFIC BELL SAVER 60
2,296,473	PACIFIC BELL PURE DIGITAL PCS
2,302,506	ESSENTIAL BUSINESS LINE
2,314,875	PACIFIC BELL ACCESSIBILITY RESOURCES
2,342,804	PACIFIC BELL PCS EMAIL
2,344,901	NEVADA BELL PCS EMAIL
2,350,850	PACIFIC BELL & Design
2,352,125	PRIME ACCESS
2,353,433	AT HAND
2,398,241	PACIFIC BELL PARK
2,402,327	PACIFIC BELL PARK
2,434,806	PACIFIC BELL SMART CHIP
2,502,452	PACIFIC BELL ONLINE OFFICE
2,559,256	PACIFIC BELL FLAT RATE PLUS FOR BUSINESS

ASSIGNMENT

WHEREAS, Pacific Telesis Group, a corporation of the State of Nevada, having an address of 140 New Montgomery Street, San Francisco, California 94105, (hereinafter "PTG"), 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, PTG Properties, Inc., a corporation of the State of Nevada and having an address of 645 East Plumb Lane, Reno, Nevada 89502, (hereinafter "PTG Properties"), has acquired all of PTG'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, PTG hereby transfers, assigns and conveys by capital contribution to PTG Properties 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

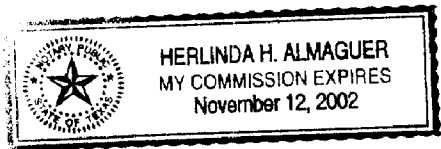
PACIFIC TELESIS GROUP

By: 
Michael J. Viola
Treasurer

State of TEXAS)
)
County of Bexar) ss.

Before me the undersigned authority, on this 26th day of June, 2002, personally appeared Michael J. Viola, Treasurer of Pacific Telesis Group known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes therein contained and in the capacity therein stated.


Notary Public



My Commission Expires: November 12, 2002