



11-21-2002

11-15-02



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE

J.S. DEPARTMENT OF COMMERCE U.S. 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): Digital City, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes 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, 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:

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

Execution Date: October 28, 2002

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

A. Trademark Application No(s)

75/419319; 75/339567

B. Trademark Registration No(s) 2240916

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

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41) \$ 490.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

01-2300

DO NOT USE THIS SPACE

9. Signature.

James R. Davis, II Name of Person Signing

[Signature] Signature

11-15-02 Date

Total number of pages including cover sheet, attachments, and document: 4

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

01 FC:8521 02 FC:8522

40.00 OP 450.00 OP

TRADEMARK REEL: 002620 FRAME: 0427

Additional Registration Numbers:

<i>Registration No.</i>
2240916
2091879
2214365
2174846
2183767
2189136
2176441
2219983
2129093
2115561
2115564
2133832
2045567
2307656
2307655
2307657
2383497

TECH/142569.1

ASSIGNMENT

WHEREAS, Digital City, Inc. ("Assignor"), a Delaware corporation having an address of 22000 AOL Way, Dulles, Virginia 20166, has adopted and used in its business numerous names, trademarks, and service marks ("the Marks"), including those listed on Exhibit A;

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 applications and registrations thereof, including those listed on Exhibit A, 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 and the applications and registrations thereof, including those listed on Exhibit A, together with the goodwill of the business symbolized by the Marks.

DIGITAL CITY, INC.

By James R. Bramson

Printed Name James R. Bramson

Title VP & Assoc General Counsel

Date 10/28/02

EXHIBIT A**APPLICATIONS**

<i>Mark</i>	<i>Serial No.</i>	<i>Filing Date</i>	<i>Class</i>
DIGITAL CITY AUTOGUIDE	75-419319	November 14, 1998	42
DIGITAL CITY NETWORK	75-339567	May 23, 1997	42

REGISTRATIONS

<i>Mark</i>	<i>Registration No.</i>	<i>Registration Date</i>	<i>Classes</i>
BUILDING DESIGN	2240916	April 20, 1999	38
BUILDING DESIGN	2091879	August 26, 1997	35, 42
FILMADELPHIA	2214365	December 29, 1998	42
KNOW MORE, DO MORE	2174846	July 21, 1998	42
KNOW MORE, DO MORE	2183767	August 25, 1998	25
TRIVIA FOR THE TRIVIA IMPAIRED	2189136	September 15, 1998	41
WHERE YOU LIVE.ONLINE	2176441	July 28, 1998	42
WHERE YOU LIVE.ONLINE	2219983	January 26, 1999	41
WHERE YOU LIVE.ONLINE	2129093	January 13, 1998	25
ADA 'WEB	2115561	November 25, 1997	42
METROVERSE	2115564	November 25, 1997	42
TOTAL NEW YORK	2133832	February 3, 1998	42
TOTALNY	2045567	March 18, 1997	42
DIGITAL CITY	2307656	January 11, 2000	42
DIGITAL CITY	2307655	January 11, 2000	38
DIGITAL CITY & DESIGN	2307657	January 11, 2000	42
DIGITAL CITY & DESIGN	2383497	September 5, 2000	38

TECH/142569.1

RECORDED: 11/15/2002**TRADEMARK
REEL: 002620 FRAME: 0430**