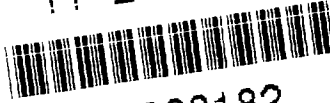


11-26-2002



102293182

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

RE

U.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):

11-20-02

AppliedTheory Corporation

- 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: ClearBlue Technologies Management, Inc.

Internal Address: 8th Floor

Street Address: 224 Harrison Street

City: Syracuse State: NY Zip: 13202

- 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: June 13, 2002

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

A. Trademark Application No.(s) 76333701 THOMAS SYSTEM

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Therese Luckett

Internal Address: 8th Floor

Street Address: 224 Harrison Street

City: Syracuse State: NY Zip: 13202

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$280

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

11/25/2002 BTOM11 00000174 76333701 40.00 150.00

OFFICE OF PUBLIC RECORDS 2002 NOV 20 AM 8:45 FINANCE SECTION

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kevin Bryans Name of Person Signing

Signature

10/29/02 Date

Total 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

Refund Ref: 11/25/2002 BTOM11 0000122638

CHECK Refund Total: 180.00 TRADEMARK

REEL: 002622 FRAME: 0273

**Recordation Form Cover Sheet  
TRADEMARKS ONLY**

**Continuation Sheet**

Question 4. Trademark Application Number(s) or Registration Number(s)

Continued

Registration / Serial Number	Service Mark
Registration Number (2,172,393)	The Craft and Business of the Internet
Registration Number (2,135,314)	AppliedTheory
Registration Number (2,134,128)	AppliedTheory (and Design – Logo)
Registration Number (2,336,579)	Net Potential Realized
Registration Number (2,329,484)	Enterprise Solutions from AppliedTheory
Registration Number (2,285,078)	What's Up

## ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT AGREEMENT (the "*Assignment*") is entered into as of this 13<sup>th</sup> day of JUNE, 2002 (the "*Effective Date*") by and among AppliedTheory Corporation, a Delaware corporation, and its subsidiaries that are signatories hereto (collectively, "*Assignors*") and ClearBlue Technologies Management, Inc., a Delaware corporation ("*Assignee*"). Capitalized terms used but not defined herein shall have the meanings ascribed to them under that certain Asset Purchase Agreement dated as of April 17, 2002 by and among Assignors and Assignee (as amended, the "*Purchase Agreement*").

### RECITALS

A. **WHEREAS**, pursuant to the Purchase Agreement, Assignee has agreed to purchase the Assets, including all patents, patent applications, trademarks, service marks, trade names and copyrights, in each case registered or unregistered, inventions, URL's, licenses, software (including documentation and object and source code listings), know-how, trade secrets, customer lists, processes, drawings, specifications, designs and other proprietary or intellectual property rights used in the Business as heretofore conducted, other than Shared Property, as set forth on Schedule I hereto (the "*Intellectual Property*"), from Assignors and Assignors have agreed to transfer the Assets, including the Intellectual Property, to Assignee; and

B. **WHEREAS**, Assignors wish to assign the Intellectual Property to Assignee and Assignee wishes to have the Intellectual Property assigned to it.

**NOW, THEREFORE**, for good and valuable consideration, the adequacy and receipt of which are hereby acknowledged, Assignors and Assignee agree as follows:

1. Assignors hereby irrevocably and unconditionally sell, convey, transfer and assign to Assignee any and all of their rights, title, benefits and interests in the Intellectual Property, the same to be held by Assignee, as fully and entirely as the same would have been held by Assignors had this Assignment not been made.
2. The parties acknowledge that this Assignment includes all rights Assignors have to bring actions for patent, copyright or trademark infringement prior to the Effective Date, including the right to seek and obtain damages or settlements for such infringement.
3. Assignee hereby assumes all responsibilities for maintaining adequate registration of and otherwise enforcing, protecting and defending its rights to the Intellectual Property.

4. This Assignment may be executed in one or more counterparts, including by facsimile, each of which shall constitute an original and all of which together shall constitute one and the same instrument.
5. This Assignment shall inure to the benefit of and be binding upon the parties and their respective successors and assigns.
6. This Assignment shall be governed and construed in accordance with the laws of the State of New York without regard to conflicts of law.

*[Signature Pages Follow.]*

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed as of the Effective Date.

APPLIEDTHEORY CORPORATION

By: Don E. Stone  
Name:  
Title:

APPLIEDTHEORY CALIFORNIA CORPORATION

By: Don E. Stone  
Name:  
Title:

APPLIEDTHEORY SEATTLE CORPORATION

By: Don E. Stone  
Name:  
Title:

APPLIEDTHEORY VIRGINIA CORPORATION

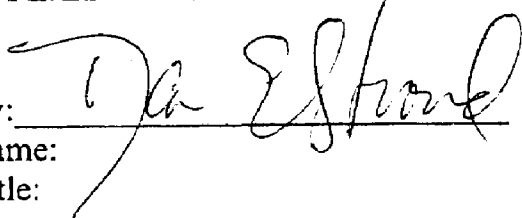
By: Don E. Stone  
Name:  
Title:

APPLIEDTHEORY AUSTIN CORPORATION

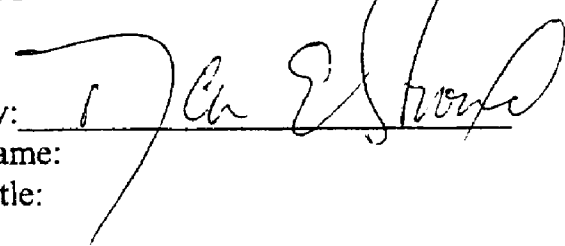
By: Don E. Stone  
Name:  
Title:

[Signature Page to Assignment of Intellectual Property Agreement]

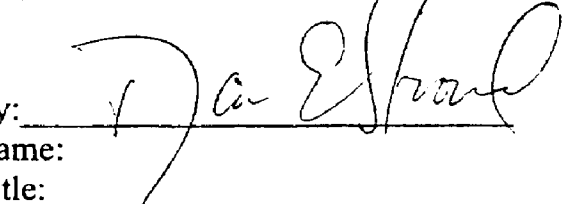
APPLIEDTHEORY GEORGIA CORPORATION

By:   
Name:  
Title:

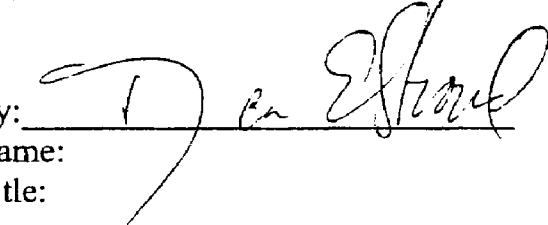
APPLIEDTHEORY COLORADO CORPORATION

By:   
Name:  
Title:

APPLIEDTHEORY NEW JERSEY CORPORATION

By:   
Name:  
Title:

SACRAMENTO APPLIEDTHEORY CORPORATION

By:   
Name:  
Title:

CLEARBLUE TECHNOLOGIES MANAGEMENT, INC.

By: \_\_\_\_\_  
Name:  
Title:

[Signature Page to Assignment of Intellectual Property Agreement]

APPLIEDTHEORY GEORGIA CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

APPLIEDTHEORY COLORADO CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

APPLIEDTHEORY NEW JERSEY CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

SACRAMENTO APPLIEDTHEORY CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

CLEARBLUE TECHNOLOGIES MANAGEMENT, INC.

By: *Mark Lambourne*  
Name: MARK LAMBOURNE  
Title: PRESIDENT

[Signature Page to Assignment of Intellectual Property Agreement]

**SCHEDULE I**  
**[Intellectual Property]**



## Schedule 3.1(f) – Patents, Trademarks and Similar Rights.

### Copyrights and Copyright Applications

General – Our standard professional services agreement grants the customer a non-exclusive, perpetual, royalty-free license to use software developed under the engagement. This clause is negotiated from time to time to grant the customer ownership in the software developed and a license to use the pre-existing software, but generally, applications developed for a client are owned by AppliedTheory.

### Other Software Owned By AppliedTheory Corp.:

#### Delta Edge Content Delivery Network (patent pending)

AppliedTheory's Delta Edge software is the first content distribution technology to accelerate the delivery of dynamic, or changing, data over the Internet. While other content distribution networks improve delivery of static content - such as images and non-changing text - only Delta Edge speeds delivery of both static and fast -changing dynamic content

Patent Application for DeltaEdge - Patent Application No. 09/621,659

Filed 7/21/2000

For: Method of and Apparatus for Rapid Retrieval of Data in a Content Distribution Network

Inventor: Patrick R. McManus (all rights assigned to AppliedTheory)

International Patent Application No PCT/US01/22075

#### Waterfall Content Management System

Waterfall is a Java based recursive-publishing engine that can be integrated with existing systems and applications, along with facilitating adaptation of features and functions that can address an organizations specific need.

The system is comprised of several building blocks designed to work together. The content within CMS is maintained in a hierarchical structure of tiers, organization, category and document categories, all referred to as levels. This provides a structure for storing the content while simplifying the display and navigation for users visiting the public web site.

#### Cascade Content Management System

Cascade is a database driven content and application management system (CMS). Similar to the way an outline has top-level categories and deeper nested subcategories, site organization is based on the same hierarchical approach. The hierarchical levels will at the same time drive navigation.

The security matrix system administration is also built on the same hierarchy model. A system supervisor can establish user roles for site publishing at each hierarchical level. This means a particular user (publisher or otherwise) may have multiple publishing privileges in different areas of the site, including the ability to modify hierarchy levels in authorized areas.

The CMS has a large set of functions and tools including an on-line form generator, a What you see is What you Get, (WYSIWYG) text processor, content expiration functions, various display tools, a built in search engine, calendar of events, FAQ's and more.

#### ServerMon

ServerMon is a website monitoring tool that sets alarms (via console display, audible messages and e-mail) when site outages are detected or when specific performance thresholds are exceeded.

## THOMAS

Total Hosting Operations and Managed Application Surveillance - or THOMAS - our scalable suite of monitoring tools which forms a robust Web site application, server, and network monitoring system. THOMAS is a customer portal that presents a Web-based, graphic "digital dashboard" for interactive, real-time monitoring of clients entire Web operation. It provides third-party benchmarking systems Network Health and Keynote Systems Web Site Perspective for additional insight, data collection, and site, application, server, and network assessment.

### CyberCentral

AppliedTheory's event content management solution. Functions supported includes streamlined event management, increased attendee knowledge, enhanced attendee loyalty and satisfaction, attendee community building, networking, and collaboration, automated data collection and attendee profiling, additional revenue opportunities.

### AppliedTheory Order Management (ATOM)

ATOM is a client/server application that was developed internally and implemented in 1998. In 2001, a browser based version was introduced. It contains pertinent financial, technical and contact related customer information and is used to manage the entire customer lifecycle. This includes customer implementation tasks and notifications, billing, service changes and commission processing. A reporting section provides reports for accounting, support services, network services and management. Primary users are the Accounting, Customer Implementation and Customer Support areas. All areas of the company utilize ATOM reporting.

### AppliedTheory Client/Project Portal

A Content Management System based system for tracking and reporting on projects.

### AppliedTheory Corporate Intranet (INET)

Corporate Intranet supporting a range of functions including time tracking and reporting, project managements, sales support, time off authorization and management.

### AJB/OSOS

AppliedTheory has a fully paid, perpetual, irrevocable, transferable license, with the right to sublicense, to use, modify, enhance, improve, market and sublicense Components of the AJB and OSOS software and for any purposed. AppliedTheory has the right to use modify, enhance, improve, market and sublicense Components of the software.

### Trademarks and Trademark Applications, Service Marks

#### AppliedTheory Corporation Trademarks

- ✓ Service Mark Registration for the tag line 'The Craft and Business of the Internet' - Certificate of Registration (2,172,393)
- ✓ Service Mark for the word 'AppliedTheory' - Registration Number (2,135,314)
- ✓ AppliedTheory and Design - Logo - United States - Registration Number (2,134,128)
- ✓ Certificate of Registration for 'Net Potential Realized' Registration Number (2,336,579)
- ✓ Certificate of Registration for 'Enterprise Solutions from AppliedTheory' Registration Number (2,329,484)
- AppliedTheory Logo - European Community - Service Mark Registration Number (001469071) - British Official Journal on 11/6/2000.
- Service Mark Registration for "DeltaEdge" Serial Number 76/090,316 - Pending
- Certificate of Registration for "Trivialink" Registration Number (2,334,576)

Certificate of Registration for "Viewlink" Registration Number (2,311,546)  
Certificate of Registration for "EZ Post" Registration Number (2,374,370)  
Service Mark Registration for "First Fax" Serial Number 75/924850  
Service Mark Registration for "Cyber Cents" Serial Number 75/606035

Licensed Trademark

License to use CLEARMARK trademark - registration No. 75-698966 - exclusive license to use the mark to promote and sell products and services of ATHY. After 1 year from closing (9/1/2000) may only use the mark in connection with ATHY's marketing and promotion of the 21st Century Learning Center tracking center system and billing for contracted employment through 12/31/2000. Includes the exclusive right to use the domain name clearmark.com during the term of the license.

What's Up Trademarks (assigned to Applied Theory Corporation)

Certificate of Registration for 'What's Up' Registration Number (2,285,078)  
Certificate of Registration for 'Trivialink' Registration Number (2,334,576)  
Certificate of Registration for 'Viewerlink' Registration Number (2,311,546)  
Certificate of Registration for 'EZ Post' Registration Number (2,374,370)  
Service Mark Application for 'First Fax' Serial Number 75/924850 - Pending  
Service Mark Application for 'Cyber Cents' Serial Number 75/606035 - Pending

Third Party Software License

The following third party software licenses were purchased either for AppliedTheory's internal use or for the use of ATHY web hosting customers. Licenses are owned by AppliedTheory except those noted as owned by NYS AJB.

Anyware - McAfee Virus  
Allaire - ColdFusion  
Aspect - Mission Critical CSC  
Best Software  
Microsoft - Enterprise - Windows 2000  
Dartware, LLC InterMapper  
F5  
Handysoft - Bizflow  
HP - Software Assistance  
InterMapper  
Knowledge Point - Performance Now  
MacroMedia/Allaire - Enterprise Product  
HP - HP Openview  
ON!Contact - CMS  
Oracle - Enterprise/Workgroup  
Oracle - Oracle Financials  
Peregrine/Remedy - Remedy - Action Request System  
Rational - Rational Rose  
SyBase - PowerDes & Builder  
Visual Mining - NetCharts  
Keynote - Website License USA25 and USA10  
RealNetworks  
WebTrends  
Sybase/Powercerv - Intergy

ATHY as Agent for the NYS America's Job Bank (Licenses owned by NYS AJB)

Asset Purchase Agreement  
Disclosure Schedules  
April 23, 2002

AltaVista  
Borland - Enterprise Studio; JBuilder  
DLT Solutions: Spotlight; Shareplex; Schema Manager; SQLAB  
IBM/Lotus - Webshere  
ILOG - Jrules  
Keynote - Web Perspective  
Mythics - Oracle Darwin; Oracle Clusters  
Quest - Data Manager  
WebTrends - Reporting Server License

Domain Name Registrations

appliedtheory.com  
cybercentral.com  
tnmg.com  
taborinteractive.com  
appliedaccess.com  
appliedassist.com  
appliedintraneting.com  
appliedoros.com  
appliedsecurity.com  
appliedtheory.net  
appliedtheory.org  
crl.com  
whatsupatlanta.com  
hotgossip.com  
trivialink.com  
whatsupbigapple.com  
whatsupboston.com  
whatsupcleveland.com  
whatsupdallas.net  
whatsupdetroit.com  
whatsupfax.com  
whatsuphouston.com  
whatsupla.net  
whatsupminneapolis.com  
whatsupnews.com  
whatsupnow.net  
whatsupphiledelphia.com  
whatsupseattle.com  
whatsuptampa.com  
whatsupweb.com  
whatsupwindycity.com  
hairydogs.com  
hairydawgs.com

**ClearBlue™**

224 Harrison Street, 8<sup>th</sup> Floor  
Syracuse, NY 13202

(315) 453-2912  
(315) 479-0824 (fax)

11/15/2002

U.S. Patent and Trademark Office  
Commissioner of Patent & Trademarks  
Box Assignments  
Washington, DC 20231

Re: Service Mark - THOMAS System - Serial Number 76/333,701

Dear Sir/Madam,

Enclosed please find the Recordation Form Cover Sheet for the transfer of the following trademarks to ClearBlue Technologies Management, Inc.

- THOMAS SYSTEM
- THE CRAFT AND BUSINESS OF THE INTERNET
- APPLIEDTHEORY
- APPLIEDTHEORY (Logo)
- NET POTENTIAL REALIZED
- ENTERPRISE SOLUTIONS FROM APPLIEDTHEORY
- WHAT'S UP

Also included is the fully-executed Assignment of Intellectual Property Agreement between AppliedTheory Corporation and ClearBlue Technologies Management, Inc., and a check in the amount of \$280.00.

If you have any questions or require any additional information to complete the assignment of these marks, please contact me at 315-453-2912, ext. 5225 or via email at [terri.luckett@clearblue.com](mailto:terri.luckett@clearblue.com).

Sincerely,



Terri Luckett  
Director, Contracts Management

**RECORDED: 11/20/2002**

**TRADEMARK  
REEL: 002622 FRAME: 0285**