

03-06-2003

Docket No. 25645.152
Serial No. 75/148,165

Form PTO-1594 **3-4-03**
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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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):

U.S. Online, Inc.

- Individual(s)
- General Partnership
- Corporation-State Washington
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 19, 2003

2. Name and address of receiving party(ies)

Name: USOL, Inc.

Internal

Address: _____

Street Address: 10300 Metric Blvd.

City: Austin State: TX Zip: 78758

- 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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,029,374 and 2,537,601

Additional number(s) attached Yes No

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

Name: Purvi J. Patel

Internal Address: Suite 3100

Street Address: Haynes and Boone, LLP,

901 Main Street

City Dallas State: TX Zip: 75202-3789

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-1394

DO NOT USE THIS SPACE

9. Signature.

03/05/2003 DBYRNE 00000155 2029374

Purvi J. Patel
Name of Person Signing

40.00 OP
25.00 OP

Signature

February 24, 2003
Date

4

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

D-1106789.1

TRADEMARK
REEL: 002684 FRAME: 0022

TRADEMARK ASSIGNMENT

This Trademark Assignment is effective as of the 19th day of February, 2003 (the "Effective Date"), by and between US Online, Inc., a Washington Corporation, having its principal office at 1916 D Fifth Street, Wenatchee, Washington 98801 ("Assignor"), and USOL, Inc., a Delaware Corporation, having its principal office at 10300 Metric Blvd., Austin, Texas 78758 ("Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in the following trademarks and corresponding U.S. Trademark Registrations (the "Trademarks"):

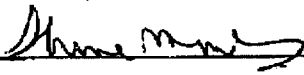
Mark	U.S. Registration No.	Registration Date
US ONLINE	2,029,374	January 7, 1997
US ONLINE	2,537,601	February 12, 2002

WHEREAS, Assignee desires to obtain, and Assignor agrees to assign, all right, title and interest in and to the Trademarks.

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, Assignor hereby assigns to Assignee all right, title and interest in the Trademarks, together with the goodwill of the business symbolized by said Trademarks.

Signed this 19th day of February, 2003.

US ONLINE, INC.

By: 
 Name: Chief Financial Officer
 Title: Shane Mackey

DOCKET NO. 27371.5 & 6
 D-1097084_1.DOC

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