

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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.

<p>1. Name of conveying party(ies): Cable Express, Inc.</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 <input type="checkbox"/> Other Delaware</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <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: <u>12/5/03</u></p>	<p>2. Name and address of receiving party(ies) Name: <u>Cable Express Operating, Inc.</u> Internal Address: _____ Street Address: <u>33 Collegeview Road</u> City: <u>Westerville</u> State: <u>OH</u> Zip: <u>43081</u></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 <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
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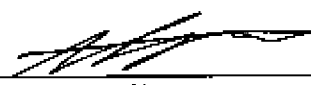
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>78/236201</u></p>	<p>B. Trademark Registration No.(s) <u>2354950</u></p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Renee Prescan</u> Internal Address: <u>Kirkland & Ellis LLP</u> Street Address: <u>200 E. Randolph</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60601</u></p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 CFR 3.41)\$ <u>65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>22-0440 (and for any add'l fees or credits)</u></p>
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DO NOT USE THIS SPACE

9. Signature.

Michael G. Fatali
Name of Person Signing


Signature

12/12/03
Date

5
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

CH \$65.00 220440 78236201

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "**Assignment**") is made and entered into as of December 5, 2003 ("**Effective Date**") by and between Cable Express, Inc., a Delaware corporation ("**Assignor**"), and Cable Express Operating, Inc., a Delaware corporation ("**Assignee**").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated September 30, 2003 (the "**Agreement**");

WHEREAS, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the United States trademark registration set forth on Schedule A attached hereto and the United States application for trademark registration set forth on Schedule B attached hereto, in each case, together with the goodwill of the business associated therewith (collectively, the "**Marks**"); and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee the entire right, title and interest in and to the Marks, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Marks.

* * * * *

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

CABLE EXPRESS, INC.

CABLE EXPRESS OPERATING, INC.

Randy J.

Randy J.

Name: RANDALL S. ZIMMERMAN

Name: RANDALL S. ZIMMERMAN

Title: Vice President

Title: Vice President

STATE OF Florida)
COUNTY OF Broward) SS.



On this 5 day of December, 2003 there appeared before me Randy Zimmerman, personally known to me, who acknowledged that he/she signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of Joann Farrell.

Joann Farrell
Notary Public

STATE OF)
) SS.
COUNTY OF)

On this ___ day of December, 2003 there appeared before me _____, personally known to me, who acknowledged that he/she signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of _____.

Notary Public

SCHEDULE A**U.S. TRADEMARK REGISTRATION**

Trademark No.	Registration Date	Mark
2,354,950	June 6, 2000	CABLE EXPRESS

SCHEDULE B**U.S. TRADEMARK APPLICATION**

Application No.	Application Date	Mark
78/236,201	April 10, 2003	CABLE EXPRESS