

Form PTO-1594

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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.

1. Name of conveying party(ies): Ad4Ever, 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: aQuantive, Inc.
Internal
Address: 9th Floor
Street Address: 509 Second Avenue
City: Seattle, State: WA Zip: 98104

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Washington
 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: April 5, 2004

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2606934

Additional number(s) attached Yes No

6. Total number of applications and registrations involved 1

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

Heidi L. Sachs, Esq.
Perkins Coie LLP
40th Floor
1201 Third Avenue
Seattle, WA 98101

7. Total fee (37 CFR 3.41) \$40.00

Enclosed
 Authorized to be charged to deposit amount

8. Deposit account number: 502278

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

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

Heidi L. Sachs Heidi L. Sachs 2/9/05
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 5

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

CH \$40.00 502278 2606934

ASSET PURCHASE AGREEMENT

BETWEEN

AD4EVER, INC.

4EVER INTERNET TECHNOLOGIES, LTD

AND

AQUANTIVE, INC.

DATED APRIL 2, 2004

Exhibit 8.5(c)

ASSIGNMENT OF TRADEMARKS

WHEREAS, Ad4Ever, Inc., a Delaware corporation having a place of business at 410 PARK BL. SUITE 1530 NY NY ("Assignor"), has adopted and used in its business and is the sole and exclusive owner of each of the trademarks listed in Annex A attached hereto and incorporated herein by reference, all of which trademarks are registered or applied for in the United States Patent and Trademark Office under the registration or application numbers listed in Annex A (all of such trademarks, registrations and applications for registration are herein referred to as the "Trademarks");

WHEREAS, aQuantive, Inc., a Washington corporation having a place of business at 509 Second Avenue, 9th Floor, Seattle, Washington ("Assignee"), desires to acquire the entire right, title and interest in and to each of the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by Assignor, Assignor does hereby sell, transfer, convey, assign and deliver to Assignee all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized thereby.

This Assignment of Trademarks shall inure to the benefit of and be binding upon Assignee and Assignor and their respective successors and assigns.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment of Trademarks as of this 5 day of APRIL, 2004.

AD4EVER, INC.

By [Signature]
Name: SINHA, TATA DAN HILAT
Title: CEO DIRECTOR

[Notarization]

ANNEX A

Mark	Country	Class(es)	Registration Number	Registration Date
TOPLAYER	United States	9 and 35	2606934	August 13, 2002
TOPLAYER	Israel	9	152135	October 2, 2002
TOPLAYER	Israel	35	152136	November 11, 2002
TOPLAYER	European Union	9 and 35	001926161	December 17, 2001

Non registered trade names, logos, and other identifiers used:

- Ad4ever
- CDFA – Client Desk for Agencies
- CDFP – Client Dest for Publishers
- TopLayer Platform
- TopLayer "3 Phase"
- Jumping Banner
- TopLayer Agent
- Teaser
- Reminder
- Main Interactive Part

LOGO:

