

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/11/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TERRA NETWORKS, S.A.		07/11/2005	CORPORATION: SPAIN

RECEIVING PARTY DATA

Name:	TELEFONICA, S.A.
Street Address:	Gran Via, 28
City:	Madrid
State/Country:	SPAIN
Postal Code:	28013
Entity Type:	CORPORATION: SPAIN

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	75837362	TERRA
Serial Number:	75837364	TERRA
Serial Number:	75837363	INVERTIA
Serial Number:	75837365	
Serial Number:	75641855	TERRA
Serial Number:	75880934	TERRANET
Serial Number:	76422384	TERRA
Serial Number:	76422385	

CORRESPONDENCE DATA

Fax Number: (212)536-3901
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2125363900
 Email: nytrademarks@kln.com

OP \$215.00 75837362

Correspondent Name: Mark I. Peroff
Address Line 1: 599 Lexington Avenue
Address Line 4: NEW YORK, NEW YORK 10022-6030

ATTORNEY DOCKET NUMBER: NY060002

DOMESTIC REPRESENTATIVE

Name: Kirkpatrick & Lockhart Nicholson Graham
Address Line 1: 599 Lexington Avenue
Address Line 4: New York, NEW YORK 10022-6030

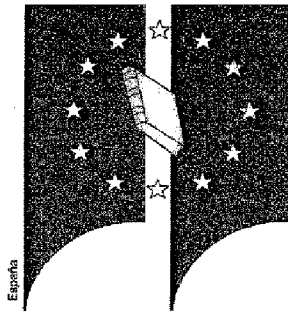
NAME OF SUBMITTER: Attorney

Signature: /keith e. danish/

Date: 01/04/2006

Total Attachments: 8
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EUROPA



NIHIL PRIUS FIDE
NOTARIO

TESTIMONIO EN RELACION DE COPIA DE LA ESCRITURA DE
FUSIÓN Y ELEVACIÓN A PUBLICO DE ACUERDOS SOCIALES,
OTORGADA POR LAS SOCIEDADES "TELEFÓNICA, S.A." Y
"TERRA NETWORKS, S.A.",

ANTE
FRANCISCO JAVIER MONEDERO SAN MARTIN
NOTARIO DE MADRID

EDUARDO DATO, 2
28010 MADRID

TELEFS.: 91 447 94 54 - 58 - 62

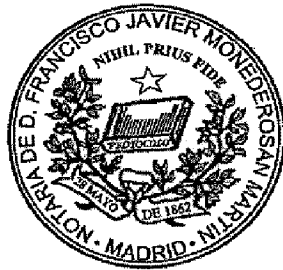
FAX: 91 447 94 53

monedero@notariamonedero.com

TRADEMARK

REEL: 003220 FRAME: 0541

6P3788133



FRANCISCO-JAVIER MONEDERO SAN MARTIN

NOTARIO

EDUARDO DATO, 2

Teléf. 91 447 94 54 - 56 - 62

Fax: 91 447 94 53

28010 - MADRID

YO, FRANCISCO JAVIER MONEDERO SAN MARTÍN, NOTARIO DE MADRID, -----

DOY FE: Que por parte interesada se me exhibe copia autorizada de la escritura de fusión y elevación a publico de acuerdos sociales, otorgada por las Sociedades "TELEFÓNICA, S.A." y "TERRA NETWORKS, S.A.", otorgada ante el Notario de Madrid, Don Emilio Recoder de Casso, el día 11 de julio de 2005, bajo el número 906 de orden de su protocolo, de la cual resulta lo siguiente: -----

PRIMERO.- Que la Sociedad "TELEFÓNICA, S.A.", absorbió a la Sociedad "TERRA NETWORKS, S.A.". ---

La Sociedad absorbida ha quedado disuelta sin liquidación y traspasado en bloque todo su patrimonio a "TELEFÓNICA, S.A.". -----

SEGUNDO.- Que, de conformidad con la legislación Española, la totalidad del patrimonio, es decir, todo el Activo y el Pasivo, de "TERRA NETWORKS, S.A.", se ha integrado en "TELEFÓNICA, S.A.", de tal modo que ésta es el actual titular de todos los bienes y derechos de aquélla. -----

En concreto, que el Activo comprende lógica-

mente la propiedad de cualesquiera bienes y, por tanto, los derechos de propiedad intelectual y las marcas. -----

TERCERO.- Que "TELEFÓNICA, S.A.", sucede a la Sociedad disuelta "TERRA NETWORKS, S.A.", en todas las relaciones jurídicas y en igual posición jurídica. -----

QUINTO.- Que la escritura de Fusión se halla inscrita en el Registro Mercantil de Madrid, al Tomo 20.347, Libro 0, Folio 97, Sección 8, Hoja M-6164, Inscripción 1653. -----

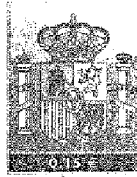
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LO ANTERIORMENTE RELACIONADO concuerda bien y fielmente con el documento que se me exhibe y devuelvo. Y para la Sociedad "TELEFÓNICA, S.A.", expido el presente testimonio sobre este único folio de papel timbrado notarial, mas un folio del mismo papel, número 6N.4.972.335 para notas, que signo, firmo, rubrico y sello, en Madrid, a veintidós de diciembre de dos mil cinco.-



Handwritten signature and a horizontal line.

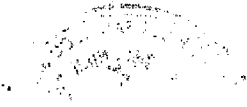
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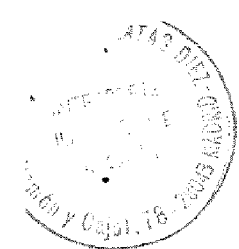


2005



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EUROPE

NIHIL PRIUS FIDE

NOTARY PUBLIC

CERTIFIED COPY IN CONNECTION WITH THE COPY OF THE DEED OF MERGER AND CONVERSION INTO A PUBLIC DOCUMENT OF THE CORPORATE RESOLUTIONS EXECUTED BETWEEN THE COMPANIES "TELEFÓNICA, S.A." AND TERRA NETWORKS, S.A."

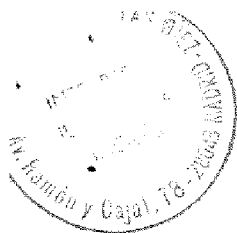
BEFORE
FRANCISCO JAVIER MONEDERO SAN MARTIN
NOTARY PUBLIC OF MADRID

EDUARDO DATO, 2
28010 MADRID

TELEPHONE NOS.: 91-447-94-54 – 58 – 62
FAX NO.: 91-447-94-53

monedero@notariamonedero.com

TRADEMARK
REEL: 003220 FRAME: 0545



STATE SEAL
10/2005

0.15 Euro Attestation Stamp

Two Seals of the Notary Public's Office of Mr. Francisco-Javier Monedero San Martín - Notary Public - Eduardo Dato 2 - Telephone nos. 447-9454-58-62 - Fax no.: 447-9453 28010 - MADRID

I, FRANCISCO JAVIER MONEDERO SAN MARTIN, NOTARY PUBLIC OF MADRID, -----

ATTEST: That the interested party has shown me an authorized copy of the deed of merger and conversion into a public instrument of the corporate resolutions, executed by the Companies "TELEFÓNICA, S.A." and "TERRA NETWORKS, S.A." executed before the Notary Public of Madrid, Mr. Emilio Recoder de Casso, on the 11th day of July 2005, under his protocol number 906, from which the following results: -----

FIRST.- That the Company "TELEFÓNICA, S.A.", absorbed the Company "TERRA NETWORKS, S.A.". -----

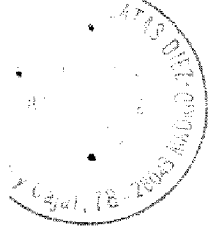
The absorbed Company has been dissolved without any liquidation and transferred all of its assets in bloc to "TELEFÓNICA, S.A." -----

SECOND.- That, in accordance with Spanish legislation, all the proprietary wealth, in other words, all the Assets and Liabilities of "TERRA NETWORKS, S.A." has been integrated into "TELEFÓNICA, S.A.", in such a way that the latter is the present owner of all the property and rights of the former. -----

Specifically, the Assets logically comprise the ownership of any property, and therefore, the intellectual property rights and the trade marks. -----

THIRD.- That "TELEFÓNICA, S.A." succeeds the dissolved Company "TERRA NETWORKS, S.A.", in all the legal relationships and in the same legal status.-----

FIFTH.- That the Deed of Merger is recorded in the Commercial Registry of Madrid, in Volume 20,347, Book 0, Folio 97, Section 8, Page M-6164, 1653rd Recordal. -----



...O...

THE ABOVE CITED agrees well and fully with the document shown to me and which I return. And for the Company "TELEFÓNICA, S.A.", I issue the present notarial certification on this single sheet of notarial paper, plus a sheet of the same paper, number for notes which I mark, sign, flourish and stamp, in Madrid, on the twenty-second of December of two thousand and five.

Illegible signature

Seal of the Notary Public's Office of Mr. Francisco Javier Monedero San Martin -
Madrid

Seal of the General Council of Notary Publics' Offices of Spain
Notary Publics' Offices of Europe

10/2005
STATE SEAL

0.15 €

Seal of the Notary Public's Office of Mr. Francisco Javier Monedero San Martin -- Madrid

CERTIFICACION	CERTIFICATION
<p>Don José Joaquín Latas Díez, interprete jurado de lengua inglesa, certifica que la que antecede es traducción fiel y completa a lengua inglesa de un documento redactado en castellano.</p> <p>En Madrid, a 28th December 2005</p>	<p>Mr. José Joaquín Latas Díez, sworn translator of the English language certifies, that the preceding translation is a true and complete version into English of a document written in Spanish.</p> <p>Madrid, on the 28th December 2005</p>

