

Form PTO-1594
(rev 06/04)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):

Deutsche Bank Trust Company Americas
60 Wall Street
New York, New York 10005

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other

Citizenship New York
Execution Date(s) January 3, 2006

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Government Interest Assignment
 Other Release of Lien

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? Yes No

Name: United Online, Inc.

Internal Address: _____

Street Address: 21301 Burbank Boulevard

City: Woodland Hills

State: CA

Country: USA Zip: 91367

Association - Citizenship _____

General Partnership - Citizenship _____

Limited Partnership - Citizenship _____

Corporation - Citizenship Delaware

Other _____

Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

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

A. Trademark Application No(s).

78259721 78372661 78318011
78064234 76507972 78260213
78080308 76507904 78419977
78319941 76507971 76433734
78372658 76507905 76433735

B. Trademark Registration No(s).

2164956 2138202 2186308
2233188 2400532 2186309
2906717 2406711 2054764
2442285 2165016 2504325
2438267 2232490 2503588

Additional numbers attached? Yes No

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

Jonathan Seiden, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
Tel: (212) 735-3697
Fax: (212) 735-3697
JSeiden@skadden.com

6. Total number of applications and registrations involved: 71

7. Total fee (37 CFR 1.21(h) and 3.41) \$1440

All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 076940/1)

8. Payment Information

Deposit Account No. 19-2385
Authorized user Name: Philip H. Bartels

9. Signature.



Signature

Jonathan Seiden.

Name of Person Signing

January 19, 2006

Date

Total number of pages including cover sheet, and documents:

11

CH \$1765.00 192385 78259721

CONTINUATION OF Item 2. Names and Addresses of Additional Receiving Parties

**Juno Online Services
21301 Burbank Boulevard
Woodland Hills, CA 91367**

**NetZero, Inc.
21301 Burbank Boulevard
Woodland Hills, CA 91367**

**United Online Web Services, Inc.
21301 Burbank Boulevard
Woodland Hills, CA 91367**

**Classmates Online, Inc.
2001 Lind Avenue SW, Suite 500
Renton, WA 98055**

CONTINUATION OF Item 4B. Additional Trademark Registration No(s).

2536188
2768105
2704626
2418812
2415388
2851997
2757477
2382595
2304296
2899543
2357543
2739029
2436851
2521262
2520809
2399829
2518307
2851797
2425225
2541878
2256343
2593635
2431051
2408340
2484702
2532760
2561997
2391763
2537351
2360414
2584325
2758007
2755056
2788141
2690035
2859283
2706267
2283174

2450602
2348620

RELEASE OF LIEN IN TRADEMARKS

This RELEASE OF LIEN IN TRADEMARKS ("Release") is given as of this 3rd day of January, 2005 by Deutsche Bank Trust Company Americas, a New York corporation located at 60 Wall Street, New York, New York 10005 ("Assignor"), in favor of (i) United Online, Inc. ("United"), Juno Online Services, Inc. ("Juno"), NetZero, Inc. ("NetZero") and United Online Web Services, Inc. ("Web," f/k/a "Mega Web Services, Inc."), each a Delaware corporation located at 21301 Burbank Boulevard, Woodland Hills, California 91367, and (ii) Classmates Online, Inc., a Washington corporation, located at 2001 Lind Avenue SW, Suite 500, Renton, Washington 98055 (together with United, Juno, NetZero and Web, the "Assignees"). Capitalized terms not otherwise defined herein have the meanings set forth (or incorporated) in the Trademark Security Agreements and the Security Agreement.

WHEREAS, pursuant to the Security Agreement, dated as of December 13, 2004 (the "Security Agreement"), between the Assignees and other assignors party thereto on the one hand, and Assignor on the other hand, as Collateral Agent for the Secured Creditors (the "Collateral Agent"), each Assignee assigned and transferred unto the Collateral Agent, and pledged and granted to the Collateral Agent, for the benefit of the Secured Creditors, a continuing security interest in all of the right, title and interest of such Assignee in to and under certain personal property and other assets, including;

(a) all Marks, together with the registration and right to all renewals thereof, and the goodwill of the business symbolized by the Marks and all causes of action arising prior to or after the date thereof for infringement of any of the Marks or unfair competition regarding the same;

(b) all General Intangibles with respect to the foregoing; and

(c) to the extent not otherwise included, all Proceeds and products of any and all the foregoing (collectively, the "Assigned Marks").

WHEREAS, pursuant to the Grants of Security Interest in United States Trademarks, each dated as of December 13, 2005, between each of the Assignees and Assignor (the "Trademark Security Agreements"), each Assignee pledged and granted to the Collateral Agent, for the benefit of the Secured Creditors, a continuing security interest in all of the right, title and interest of such Assignee in, to and under the United States trademarks, trademark registrations and trademark applications set forth on Schedule I attached hereto (the "Registered Marks"), and the goodwill of the businesses of such Assignee symbolized by the Marks (the Registered Marks together with the Assigned Marks, the "Trademark Collateral").

WHEREAS, the Trademark Security Agreements were recorded in the United States Patent and Trademark Office on January 11, 2005 at Reel/Frame 3104/0322, 3108/0115, 3104/0387, 3104/0294 and 3105/0070.

IN WITNESS WHEREOF, Assignor has caused this **RELEASE OF LIEN IN TRADEMARKS** to be duly executed and delivered by its Authorized Officers as of the date above first written.

**DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent**





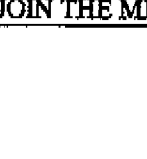
By: 

Name: **Anca Trifan**
Title: **Director**




By: 

Name: **Diane F. Rolfe**
Title: **Vice President**



SCHEDULE A

TRADEMARKS	
Mark	Registration/Application Number (Country)
JUNO	Registration No. 2,164,956 (US)
JUNO.COM	Registration No. 2,233,188 (US)
MY JUNO	Registration No. 2,906,717 (US)
EVERYBODY'S GETTING IT	Registration No. 2,442,285 (US)
EVERYBODY'S GETTING IT	Registration No. 2,438,267 (US)
YOU NEED E-MAIL. BUT YOU DON'T NEED TO PAY FOR IT.	Registration No. 2,138,202 (US)
JUNO WEB	Registration No. 2,400,532 (US)
JUNO WEB	Registration No. 2,406,711 (US)
	Registration No. 2,165,016 (US)
	Registration No. 2,232,490 (US)
	Registration No. 2,186,308 (US)
	Registration No. 2,186,309 (US)
	Registration No. 2,054,764 (US)
JOIN THE MILLIONS	Registration No. 2,504,325 (US)
JUNO EXPRESS	Registration No. 2,503,588 (US)
JUNO SPEEDBAND	Application No. 78/259,721 (US)
JOIN THE MILLIONS	Registration No. 2,536,188 (US)

SCHEDULE A

TRADEMARKS	
Mark	Registration/Application Number (Country)
UNITED ONLINE	Application No. 78/064,234 (US)
UNITED ONLINE	Registration No. 2,768,105 (US)
UNITED ONLINE	Registration No. 2,704,626 (US)
UNITED ONLINE	Registration No. 2,418,812 (US)
	Registration No. 2,415,388 (US)
	Application No. 78/080,308 (US)
VALUSPEAK	Registration No. 2,851,997 (US)
	Registration No. 2,757,477 (US)
MEGAMAIL	Application No. 78/319,941 (US)
SUPER BROADBAND	Application No. 78/372,658 (US)
BROADBAND TURBO	Application No. 78/372,661 (US)







SCHEDULE A


TRADEMARKS	
Mark	Registration/Application Number (Country)
NETZERO	Registration No. 2,382,595 (US)
NETZERO	Registration No. 2,304,296 (US)
NETZERO HISPEED	Registration No. 2,899,543 (US)
DEFENDERS OF THE FREE WORLD	Registration No. 2,357,543 (US)
	Registration No. 2,739,029 (US)
1-800-DEFENDER	Registration No. 2,436,851 (US)
NZTV	Application No. 2521262 (US)
ZEROPORT	Registration No. 2,520,809 (US)
SPEEDYASSISTANT	Registration No. 2,399,829 (US)
SPEED DIAL FOR THE WEB	Registration No. 2,518,307 (US)
MYNETZERO	Registration No. 2,851,797 (US)
MY START and design	Registration No. 2,425,225 (US)
FREEI	Registration No. 2,541,878 (Supplemental Register) (US)
FREEINTERNET	Registration No. 2,256,343 (US)
ISEE	Registration No. 2,593,635 (US)
AD MISSILE	Registration No. 2,431,051 (US)
ZCAST	Registration No. 2,408,340 (US)
LAZERMAIL	Registration No. 2,484,702 (US)
CYBERTARGET	Registration No. 2,532,760 (US)
HARD CELL	Registration No. 2,561,997 (US)
	Registration No. 2,391,763(US)
SURF SAFARI	Registration No. 2,537,351 (US)

SCHEDULE A

TRADEMARKS	
Mark	Registration/Application Number (Country)
FREESERVERS.COM	Registration No. 2,360,414 (US)

SCHEDULE A

Mark	Description	Geo.	Serial/Reg. No.	Filed	Type	Status
Classmates.com	Word	US	2,584,325	12/14/1999	Use	Registered
Classmates	Word	US	2,758,007	5/17/01	Use	Registered
Classmates	Word	US	2,755,056	5/17/01	Use	Registered
Classmates Connections	Word	US	2,788,141	4/11/02	Use	Registered
Classmates The World's Best Place To Reunite & Design		US	2,690,035	5/17/01	Use	Registered
Classmates & Design		US	2,859,283	5/17/01	Use	Registered
Classmates Sunburst Logo		US	2,706,267	7/10/01	Use	Registered
Ecircles	Word	US	2,283,174	7/31/98	Use	Registered
Ecircles Powered!	Word	US	2,450,602	8/30/99	Use	Registered
Miscellaneous Design		US	2,348,620	6/17/99	Use	Registered
Classmates.com	Word	US	76/507,972	4/21/03	ITU	Application Pending
Classmates.com	Word	US	76/507,904	4/21/03	ITU	Application Pending
Classmates	Word	US	76/507,971	4/21/03	ITU	Application Pending
Classmates	Word	US	76/507,905	4/21/03	ITU	Application Pending
Shaded Smile Design		US	78/318,011	10/23/03	ITU	Application Pending
Shaded Smile Design		US	78/260,213	6/9/03	ITU	Application Pending

Mark	Description	Class	Serial/Reg. No.	Filed	Type	Status
Non Shaded Smile Design		US	78/419,977	5/17/04	ITU	Application Pending
Classmates Connections	Word	US	76/433,734	7/24/02	ITU	Application Pending
Connections	Word	US	76/433,735	7/24/02	ITU	Application Pending