

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

05/19/2006
 900049360

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Record to remove Serial No. 75419319 and Serial No. 75339567 inadvertently included in a schedule for an assignment document previously recorded on Reel/Frame No. 2620/0427	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Digital City, Inc.		10/28/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	America Online, Inc.		
Street Address:	22000 AOL Way		
City:	Dulles		
State/Country:	VIRGINIA		
Postal Code:	20166		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2240916		
CORRESPONDENCE DATA			
Fax Number:	(202)857-8395		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	202-857-8977		
Email:	bush.douglas@arentfox.com		
Correspondent Name:	Douglas R. Bush		
Address Line 1:	1050 Connecticut Avenue NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20038		
ATTORNEY DOCKET NUMBER:	019428.00000		
NAME OF SUBMITTER:	Douglas R. Bush		
Signature:	/D.R. Bush/		

CH \$40.00 2240916

Date:

05/19/2006

Total Attachments: 4

source=legic#page1.tif

source=legic#page2.tif

source=legic#page3.tif

source=legic#page4.tif

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.					
1. Name of conveying party(ies): <u>Digital City, Inc.</u> <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 <u>Delaware</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>America Online, Inc.</u> Internal Address: <u>22000 AOL Way</u> Street Address: _____ City: <u>Dulles</u> State: <u>VA</u> Zip: <u>20166</u> <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 _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>		
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 _____ Execution Date: <u>October 28, 2002</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ <u>75/419319; 75/339567</u>			B. Trademark Registration No.(s) <u>2240916</u> Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Douglas R. Bush</u> Internal Address: <u>Arent Fox Kintner Plotkin & Kahn</u> Street Address: <u>1050 Connecticut Ave NW</u> City: <u>Washington</u> State: <u>DC</u> Zip: <u>20036</u>			6. Total number of applications and registrations involved: 19		
			7. Total fee (37 CFR 3.41).....\$ <u>490.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
			8. Deposit account number: <u>01-2300</u>		
DO NOT USE THIS SPACE					
9. Signature. <u>James R. Davis, Jr</u> <u>[Signature]</u> <u>11-15-02</u> Name of Person Signing Signature Date					

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

Additional Registration Numbers:

<i>Registration No.</i>
2240916
2091879
2214365
2174846
2183767
2189136
2176441
2219983
2129093
2115561
2115564
2133832
2045567
2307656
2307655
2307657
2383497

TECH/142569.1

ASSIGNMENT

WHEREAS, Digital City, Inc. ("Assignor"), a Delaware corporation having an address of 22000 AOL Way, Dulles, Virginia 20166, has adopted and used in its business numerous names, trademarks, and service marks ("the Marks"), including those listed on Exhibit A;

WHEREAS, America Online, Inc. ("Assignee"), a Delaware corporation having an address of 22000 AOL Way, Dulles, Virginia 20166, is desirous of acquiring all right, title and interest in and to the Marks, and the applications and registrations thereof, including those listed on Exhibit A, together with the goodwill of the business associated with the Marks, as the successor in interest to that portion of Assignor's ongoing and existing business to which the Marks pertain;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Marks and the applications and registrations thereof, including those listed on Exhibit A, together with the goodwill of the business symbolized by the Marks.

DIGITAL CITY, INC.

By James R. Bramson

Printed Name James R. Bramson

Title VP & Assoc General Counsel

Date 10/28/02

TECH/142569.1

EXHIBIT A**APPLICATIONS**

<i>Mark</i>	<i>Serial No.</i>	<i>Filing Date</i>	<i>Class</i>
DIGITAL CITY AUTOGUIDE	75-419319	November 14, 1998	42
DIGITAL CITY NETWORK	75-339567	May 23, 1997	42

REGISTRATIONS

<i>Mark</i>	<i>Registration No.</i>	<i>Registration Date</i>	<i>Classes</i>
BUILDING DESIGN	2240916	April 20, 1999	38
BUILDING DESIGN	2091879	August 26, 1997	35, 42
FILMADELPHIA	2214365	December 29, 1998	42
KNOW MORE, DO MORE	2174846	July 21, 1998	42
KNOW MORE, DO MORE	2183767	August 25, 1998	25
TRIVIA FOR THE TRIVIA IMPAIRED	2189136	September 15, 1998	41
WHERE YOU LIVE.ONLINE	2176441	July 28, 1998	42
WHERE YOU LIVE.ONLINE	2219983	January 26, 1999	41
WHERE YOU LIVE.ONLINE	2129093	January 13, 1998	25
ADA 'WEB	2115561	November 25, 1997	42
METROVERSE	2115564	November 25, 1997	42
TOTAL NEW YORK	2133832	February 3, 1998	42
TOTALNY	2045567	March 18, 1997	42
DIGITAL CITY	2307656	January 11, 2000	42
DIGITAL CITY	2307655	January 11, 2000	38
DIGITAL CITY & DESIGN	2307657	January 11, 2000	42
DIGITAL CITY & DESIGN	2383497	September 5, 2000	38

TECH/142569.1