TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	Addendum to Security Agreement recorded at Reel/Frame - 3834/922	

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CLASSMATES ONLINE, INC.		02/13/2009	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	SILICON VALLEY BANK. as Administrative Agent	
Street Address:	3003 TASMAN DRIVE	
City:	SANTA CLARA	
State/Country:	CALIFORNIA	
Postal Code:	95054	
Entity Type:	CORPORATION: CALIFORNIA	

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2755056	CLASSMATES
Registration Number:	2758007	CLASSMATES
Registration Number:	2788141	CLASSMATES CONNECTIONS
Registration Number:	3475585	REAL PEOPLE. REAL NAMES.

CORRESPONDENCE DATA

900142835

Fax Number: (866)826-5420

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 301-638-0511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc. Address Line 1: 21 Tadcaster Circle Address Line 2: attn: Penelope J.A. Agodoa Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER: 34822

NAME OF SUBMITTER: Penelope J.A. Agodoa

REEL: 004058 FRAME: 0784

TRADEMARK

Signature:	/pja/		
Date:	09/09/2009		
Total Attachments: 3 source=34822#page1.tif source=34822#page2.tif source=34822#page3.tif			

TRADEMARK REEL: 004058 FRAME: 0785 Form PTO-1594 (Rev. 01-09)
OMB Collection 0651-0027 (exp. 02/28/2009)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY				
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):	2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached?			
CLASSMATES ONLINE, INC.	Name: SILICON VALLEY BANK, as Administrative Agent			
Individual(s) Association General Partnership Limited Partnership	Internal Address: Street Address:3003 TASMAN DRIVE			
○ Corporation- State: <u>WASHINGTON</u> Other	City:SANTA CLARA			
Citizenship (see guidelines)	State: CA Zip: 95054			
Additional names of conveying parties attached? Yes No	Association Citizenship			
3. Nature of conveyance)/Execution Date(s) :	General Partnership Citizenship			
Execution Date(s) February 13, 2009	Limited Partnership Citizenship			
Assignment Merger	Other Citizenship			
Security Agreement Change of Name Addendum to Security Agreement recorded at Other_Reel/Frame - 3834/0922				
4. Application number(s) or registration number(s) and A. Trademark Application No.(s)	B. Trademark Registration No.(s) SEE ATTACHED			
C. Identification or Description of Trademark(s) (and Filing	Additional sheet(s) attached? X Yes No Date if Application or Registration Number is unknown):			
5. Name & address of party to whom correspondence concerning document should be mailed: Name: IPResearch Plus. Inc. attn: Penelope J.A. Agodoa	6. Total number of applications and registrations involved:			
Internal Address:	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$			
Street Address: 21 Tadcaster Circle	Authorized to be charged to deposit account Enclosed			
City:Waldorf	8. Payment Information:			
State: <u>MD</u> Zip: 20602				
Phone Number: <u>301-638-0511</u>	Deposit Account Number			
Fax Number: 866-826-5420 Email Address: ipresearchplus@comcast.net	Authorized User Name			
9. Signature: Signature	Date			
Signaturo	Total number of pages including cover 3			
Name of Person Signing	sheet, attachments, and document:			

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK REEL: 004058 FRAME: 0786



February 13, 2009

Sent by fax (818) 340-0395, email PDF and mail

Silicon Valley Bank 5820 Canoga Avenue, #210 Woodland Hills, California 91367 Attention: Mark Turk

Attention: Mark Turk

Facsimile No.: (818) 340-0395

Email: mturk@svb.com

Re: Report of IP Filings; Guarantee and Collateral Agreement

Dear Mark:

Pursuant to Section 5.9(f) of the Guarantee and Collateral Agreement between United Online, Inc, and the other grantors referred to therein in favor of Silicon Valley Bank as Administrative Agent, attached please find a report of all filings related to applications for registration made by United Online, Inc. and its subsidiaries in the United States Copyright Office and with the United States Patent and Trademark Office for the period ended December 31, 2008.

Please let us know if you have any questions.

Sincerely,

Anthony DeToro

Vice President and Corporate Counsel

Je Toro

ADD/rk

Enclosure

cc: Frederic A. Randall, Jr.

Scott II. Ray Steven Gatoff

Charles Butler Ammann Edison D. Andrade

David C. Reamer of Skadden, Arps, Slate, Meagher & Flom LLP David M. Nemecek of Skadden, Arps, Slate, Meagher & Flom LLP

Intellectual Property Filings for Quarter Ended December 31, 2008

1. Filings with United States Copyright Office

Filing Date	Title	Claimant	Year created	Published	Registered
	Classmates.com Web	Classmates Online,			
8-7-2008	Site	Inc.	2008	7/31/2008	Pending
	MyPoints.com Web				
8-18-2008	Site	MyPoints.com	2008	8/1/2008	Pending
	Classmates.com Web	Classmates Online,			
11-17-2008	Site	lnc.	2008	11/1/2008	Pending

2. Filings With Patent and Trademark Office

Mark	Scrial/Reg No.	Geo.	Co.	Status	Updated Status
SHADED SMILE Design	1,196,351	Canada	Classmates	Pending	Filed 3nd Extension of Time to Respond to Examiner's Report and file US Reg copies; forwarded certified copy of US Reg to M. Capewell 10/7/08
J Design	2,757,477	US	UOL	Registered	Registered 8/26/03. Filed 8&15 on 10/22/08; need to file assignment from UOL to Juno
MYPOINTS & Design	7414477	CTM/EU	MyPoints	Pending	Filed on 11/21/08
MYPOINTS & Design	77/550,290	US	MyPoints	Pending	Filed application on 8/19/08; Received OA on 12/5/08
MAXPOINTS	77/562,697	US	MyPoints	Pending	Filed application on 9/4/08; received OA on 12/5/08, Response due 6/5/09
BONUSMAII.	1,419,621	C'IM/EU	MyPoints	Registered	Registered 3/22/01. Gave instructions to renew on 10/28/08
MYPOINTS	1,409,291	CTM/EU	MyPoints	Registered	Registered 2/19/01. Instructed Counsel to renew marks on 10/28/08
DIGITAL LOYALTY ENGINE	2,675,888	US	MyPoints	Abandoned	Registered 1/21/03; allow to lapse per Sha Fakiri 11/14/08
UNITED ONLINE	2,704,626	US	UOL	Registered	Registered 4/8/03, 8&15 Affidavits Accepted & Acknowledged on 11/22/08
Z in a Box Design	2,739,029	US	NetZero	Registered	Registered 7/15/03. Section 8 & 15 Affidavits Accepted & Acknowledged on 11/22/08.
CLASSMATES	2,755,056	US	Classmates	Registered	Registered 8/26/03. Filed 8&15 on 11/21/08; Accepted and Acknowledged on 12/15/08. Renewal due on 8/26/12
CLASSMATES	2,758,007	US	Classmates	Registered	Registered 9/2/03. Filed 8&15 on 11/21/08. Accepted & Acknowledged on 12/15/08. Renewal Due 9/2/12
CLASSMATES CONNECTIONS	2,788,141	US	Classmates	Registered	Registered 12/02/03, 8&15 accepted on 12/31/08; Renewal due 12/2/12
REAL PEOPLE. REAL NAMES.	3,475,585	US	Classmates	Registered	Registered 7/29/08. 8& 15 due 7/29/13

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RECORDED: 09/09/2009

Collateral Information Certificate