

12-14-1998



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12-10-98

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

12/11/1998 SBNITH 00000033 033412 2145065

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 75.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1825 FRAME: 0292

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75089323"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2145065"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2116870"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2159424"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

*Kathleen Gallagher-Duff*      *Kathleen T. Gallagher-Duff*      Dec. 8, 1998

Name of Person Signing      Signature      Date Signed

ASSIGNED SERVICE MARKSRegistrations:

<u>Country</u>	<u>Service Mark</u>	<u>Registration Number</u>
United States	HOME CUSTOMER CARE	2,145,065
	VIRTUAL NATIONAL NETWORK	2,116,870
	VNN	2,159,424

Application:

<u>Country</u>	<u>Service Mark</u>	<u>Application Number</u>
United States	EXPANDING YOUR REACH	75/089,323

## ASSIGNMENT OF SERVICE MARKS

**WHEREAS**, B-Side Carriers, L.P., a Delaware limited partnership having offices at 770 North Halstead Street, Suite 170, Chicago, Illinois 60622 ("Assignor"), has adopted the service marks listed on Exhibit A attached hereto (collectively, the "Service Marks");

**WHEREAS**, Assignor is the owner of the federal registrations ("Registrations") and application ("Application") listed on Exhibit A attached hereto; and

**WHEREAS**, S Squared, L.L.C., an Illinois limited liability company having offices at 770 North Halstead Street, Suite 170, Chicago, Illinois 60622 ("Assignee"), is desirous of acquiring Assignor's rights in the Service Marks, Registrations and Application;

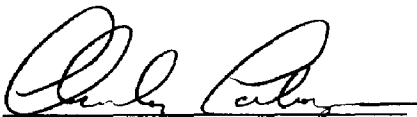
**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby transfer and assign to Assignee all of Assignor's right, title and interest in and to the Service Marks, Registrations and Application, together with the good will of the business symbolized by the Service Marks.

Assignor agrees to take all such further actions, and to execute any and all such further documents and instruments, as may be necessary or desirable to confirm the assignment executed hereby.

This **ASSIGNMENT OF SERVICE MARKS** is effective as of the date of signing of the last of the parties to sign below.

**B-SIDE CARRIERS, L.P.**

By: B-Side L.L.C.,  
its General Partner

By   
Charles Labarge  
Chairman

Dated: July 21, 1998

STATE OF Ontario )  
COUNTY OF Canada )ss.

On this 2nd day of July, 1998, before me personally came the above-named Charles Labarge, Chairman of B-Side, L.L.C., general partner of B-Side Carriers, L.P., and did execute the foregoing instrument in my presence, and did acknowledge to me that he executed the same of his own free will for the purposes set forth.

[Signature]  
Notary Public for Ontario  
My commission expires: N/A

**S SQUARED, L.L.C.**

By: [Signature]  
Steven D. Spradlin  
President

Dated: 8.19.98

STATE OF ILLINOIS )  
COUNTY OF COOK )

On this 19 day of August, 1998, before me personally came the above-named Steven D. Spradlin, President of S Squared, L.L.C., and did execute the foregoing instrument in my presence, and did acknowledge to me that he executed the same of his own free will for the purposes set forth.

[Signature]  
Notary Public for Chicago, IL.  
My commission expires: 02.21.99

