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03-09-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101285157

**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		Conveyance Type	
<input type="checkbox"/> New	<input checked="" type="checkbox"/> Resubmission (Non-Recordation) Document ID # 101177440A	<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # <input type="checkbox"/> Frame # <input type="checkbox"/>	<input type="checkbox"/> Corrective Document Reel # <input type="checkbox"/> Frame # <input type="checkbox"/>	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment Effective Date Month Day Year <input type="checkbox"/>
		<input type="checkbox"/> Merger	
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other <input type="checkbox"/>	

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
 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.)

FOR OFFICE USE ONLY

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: 002039 FRAME: 0862

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="75,494,861"/>	<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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Michael N. Levy

Name of Person Signing

Michael N. Levy

Signature

2/9/2000

Date Signed

U.S. TRADEMARK ASSIGNMENT

WHEREAS, SterlingStudent, LLC, a Delaware limited liability company formerly known as SmartStudent, LLC (see Exhibit A to this Assignment) ("Assignor"), has applied for the trademark listed on **Schedule A** attached hereto and incorporated herein (the "**Trademark**"), and of all of the goodwill appurtenant thereto;

WHEREAS, Assignor has agreed to assign and transfer all of its right, title and interest in and to the Trademark to fastWEB.com, L.L.C., a Delaware limited liability company ("**Assignee**");

WHEREAS, Assignee is a successor to the line of business of Assignor to which the Trademark pertains and such line of business is ongoing and existing;

WHEREAS, Assignee intends to use the Trademark in commerce; and

WHEREAS, Assignor and Assignee wish to herein memorialize said assignment and transfer of the Trademark to Assignee.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys unto Assignee, all of its right, title and interest in and to the Trademark, and in and to all of the goodwill appurtenant thereto, together with all claims for damages by reason of infringement of same, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

IN TESTIMONY WHEREOF, Assignor has caused this assignment to be executed by its duly authorized representative as of this 2nd day of September, 1999.

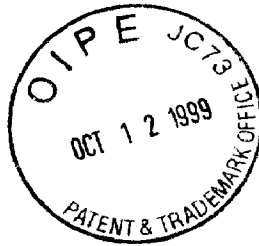
SterlingStudent, LLC, a Delaware limited liability company

By: Thomas P. Cebian
Name (Print): Thomas P. Cebian
Title: President & CEO

EXPRESS MAIL
MAILING LABEL NO. EL383111288US
DATE OF DEPOSIT 9-3-99

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF ILLINOIS)
)SS.
COUNTY OF COOK)



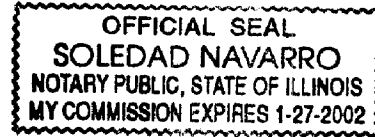
I, Soledad NAVARRO, a Notary Public in and for the County and State aforesaid, do hereby certify that THOMAS LUBIN, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as a free act and deed on behalf of SterlingStudent, LLC, a Delaware limited liability company, with authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 2nd day of September, 1999.

Soledad Navarro

Notary Public

Commission Expires:



Schedule A to U.S. Trademark Assignment

from SmartStudent, LLC

to fastWEB.com, L.L.C.

<u>Mark</u>	<u>Serial No.</u>	<u>Date of Application</u>
SMARTSTUDENT	75/494,861	6/2/1998

GOLDBERG, KOHN, BELL, BLACK, ROSENBLUM & MORITZ, LTD.
ATTORNEYS AT LAW

RECEIVED
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SUZANNE G. KOWALSKI

ALSO ADMITTED TO
* NEW YORK BAR
** FLORIDA BAR
*** MASSACHUSETTS BAR
**** MICHIGAN BAR
***** CALIFORNIA AND D.C. BARS
***** TEXAS BAR
***** OHIO BAR

February 10, 2000

VIA US MAIL

Ms. Lawan Fletcher
U.S. Patent and Trademark Office
Assignment Division
Box Assignments
CG-4
1213 Jefferson Davis Hwy
Suite 320
Washington, D.C. 20231

**Re: Trademark Assignment from SmartStudent, LLC to fastWEB.com,
L.L.C.**

Dear Ms. Fletcher:

I response to your letter dated January 31, 2000, enclosed is a resubmission for the trademark assignment of the mark SMARTSTUDENT from SmartStudent, LLC to fastWEB.com, L.L.C. The enclosed documents include the Recordation Form Cover Sheet, the U.S. Trademark Assignment, Certificate of Acknowledgement and Schedule A to Trademark Assignment. The trademark name, serial number and application date is attached as Schedule A. Please return the enclosed self addressed, stamped envelope acknowledging your receipt of the materials.

February 10, 2000
Page 2

Please do not hesitate to call with any questions you may have regarding the enclosed materials.

Very truly yours,



Molly M. Reader
Legal Assistant

MMR
Enclosures
cc: Michael N. Levy, Esq.