

MKD 4-30-99 D

FORM PTO-  
Expires 06/30  
OMB 065

05-13-1999



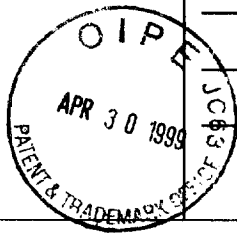
101036943

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
TRADEMARK

**TRADEMARK  
RECORDATION FORM COVER SHEET**

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

<b>Submission Type</b> <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____ <input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____ <input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<b>Conveyance Type</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____	Effective Date Month Day Year _____ 4/27/99
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2060487 206487

**Conveying Party** \_\_\_\_\_  Mark if additional names of conveying parties attached

Name A2S2 Digital Projects, Inc. Execution Date \_\_\_\_\_  
 Month Day Year  
 \_\_\_\_\_ 4/27/99

Formerly \_\_\_\_\_

Individual       General Partnership       Limited Partnership       Corporation  
 Association       Other

Citizenship/State of Incorporation/Organization Delaware

**Receiving Party** \_\_\_\_\_  Mark if additional names of receiving parties attached

Name ESB.COM, LLC

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 875 North Michigan Avenue

Address (line 2) Suite 3370

Address (line 3) Chicago, Illinois 60611

Individual       General Partnership       Limited Partnership       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  
 Corporation      Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware



04-30-1999  
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #11

05/12/1999 DNGUYEN 00000246 2060487

FOR OFFICE USE ONLY

01 FC:481 40.00 DP  
02 FC:482 425.00 DP

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

**TRADEMARK**  
**REEL: 001899 FRAME: 0877**

**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 (212) 309-6676

Name Johanna L. Werbach, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

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

# 2

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

**Trademark Application Number(s)**

**Registration Number(s)**

74/730,987 74/730,985 75/649,231  
75/683,299 75/073,728 75/107,974  
75/443,724 74/440,093 74/441,123  
75/649,232 75/289,718 75/394,936

2,060,487 2,037,809 2,230,292  
1,633,174 1,999,786 2,154,927

**Number of Properties** Enter the total number of properties involved. # 18

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$ 465.00

Method of Payment: Enclosed X

Deposit Account \_\_\_\_\_

(Enter for payment by deposit account or if additional fees can be charged to the account.)

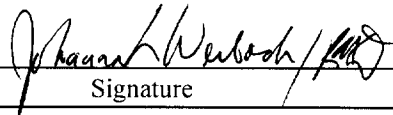
Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X 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.*

Johanna L. Werbach  
Name of Person Signing

  
Signature

April 30, 1999  
Date Signed

**TRADEMARK ASSIGNMENT**

This Trademark Assignment is made this 27 day of April, 1999, between A2S2 Digital Projects, Inc., a Delaware corporation, having a principal business address at 875 North Michigan Avenue, Suite 3370, Chicago, Illinois 60611 ("Assignor"), in favor of ESB.COM, LLC, a Delaware limited liability company, having a principal business address at 875 North Michigan Avenue, Suite 3370, Chicago, Illinois 60611 ("Assignee").

WHEREAS, Assignor owned all right, title and interest in and to the trademarks and service marks on the attached Schedule A (hereinafter, the "Marks");

WHEREAS, pursuant to an Asset Purchase Agreement dated March 31, 1999 (the "Asset Purchase Agreement"), Assignor has agreed to sell, assign, transfer, and convey all rights to the Marks to the Assignee (including the applications for federal registration and federal registrations of the Marks, and the goodwill of the business developed through the use of the Marks) as well as the portion of Assignor's business to which the Marks pertain, and the Assignee has agreed to acquire, accept and receive all rights to the Marks from the Assignor, along with the portion of Assignor's business to which the Marks pertain, which is still ongoing and existing; and

WHEREAS, the parties now wish to ratify and confirm this sale, assignment and transfer of all right, title and interest in and to the Marks, the applications for federal registration and federal registrations of the Marks, the goodwill of the business symbolized thereby, and the portion of Assignor's business to which the Marks pertain.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title, and interest in and to the Marks and the pending applications for federal registration and federal registrations of the Marks, including the right to sue for past and future infringement, together with the goodwill of the business symbolized by the Marks, and the portion of Assignor's business to which the Marks pertain, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

Signed this 27 day of April, 1999.

**A2S2 DIGITAL PROJECTS, INC.**

By: Bruce T. Atwood  
Bruce T. Atwood  
Secretary

**SCHEDULE A**

**Applications**

<u>Mark</u>	<u>Serial No.</u>
A2S2	74/730,987
A2S2	74/730,985
ACTIVATE	75/649,231
ACTIVATE.COM	75/683,299
CONNECTED	75/073,728
INTELLECTUALCAPITAL.COM	75/107,974
POLICY EXCHANGE	75/443,724
POLICY STREET	74/440,093
POLICY STREET	74/441,123
POLITICSTODAY	75/649,232
THE POLICY.COMMUNITY ONLINE	75/289,718
WASHINGTON TODAY	75/394,936

**Registrations**

<u>Mark</u>	<u>Registration No.</u>
A2S2	2,060,487
CD-ROM Plus Thinking Man Design	2,037,809
ECHOES OF HISTORY	2,230,292
INTELLECTUAL CAPITAL EXCHANGE	1,633,174
POLICY STREET	1,999,786
TODAY'S IDEAS...TOMORROW'S POLICIES	2,154,927

**New Castle County Trade Name Registrations**

IntellectualCapital.com  
Policy.com  
Policy.COMmunity Online