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10-9-02

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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): SBC Holdings Properties, L.P. 10-9-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: SBC Properties, L.P. Internal Address: Street Address: 645 East Plumb Lane City: Reno State: NV Zip: 89502
Individual(s) citizenship Association General Partnership Limited Partnership Nevada Corporation-State Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: 06-26-2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 73/712658 74/374665 B. Trademark Registration No.(s) 1,122,266 1,294,986
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: David J. Cho Internal Address: Street Address: 175 East Houston Street Room 4-C-90 City: San Antonio State: TX Zip: 78205

6. Total number of applications and registrations involved: 380
7. Total fee (37 CFR 3.41): \$ Enclosed Authorized to be charged to deposit account
8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. David J. Cho Name of Person Signing Signature Date 10/4/02

Total number of pages including cover sheet, attachments, and document: 11

Mail Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

10/10/2002 GT0N11 00000003 73712658 01 FC:481 40.00 OP 02 FC:482 9475.00 OP

Application/Registration No. Trademark/Service Mark

73/712658	LET YOUR FINGERS DO THE RUNNING.....& Design
74/374665	FAXWORKS
78/131010	ESSENTIALSERV
78/131007	DEDICATEDSERV
78/131004	PREMIERSERV
78/131002	BASICSERV
78/104509	UP2SPEED & DESIGN
78/087505	WWW.SMARTPAGES.COM YOUR ONLINE YELLOW PAGES -- AND MORE.
78/087503	YOUR ONLINE YELLOW PAGES - AND MORE!
78/075369	SNET. THE SMART BUSINESS DECISION.
78/074434	WWW.SMARTPAGES.COM & DESIGN
78/074424	SMARTPAGES.COM and Design
78/073588	ECONOMY SOLUTION
78/070417	SUPERTRUNK
78/070277	INTERNATIONAL SUPER SAVERPLUS
78/070206	AMERITECH WEB SOLUTION
78/070202	AMERITECH PHONE SOLUTION
78/069759	ACCESS ADVANTAGE
78/069757	ACCESS ADVANTAGE PLUS
1,122,266	FREEDOM PHONE
1,294,986	TELESIS
1,317,302	MISCELLANEOUS DESIGN
1,327,675	MISCELLANEOUS DESIGN
1,327,680	MISCELLANEOUS DESIGN
1,327,681	BELL & Design
1,327,682	BELL & Design
1,327,693	Bell Design
1,327,699	Bell Design
1,327,700	Bell design
1,327,752	BELLMAC
1,327,761	BELLCOM
1,330,081	SELECT-A-CALL
1,335,848	AUSTRONIC & Design
1,341,442	MISCELLANEOUS DESIGN
1,352,259	THE ORIGINAL YELLOW PAGES
1,353,472	MISCELLANEOUS DESIGN
1,365,364	PAC*TEL & Design

Application/Registration No.	Trademark/Service Mark
1,369,457	AMERICAN INFORMATION TECHNOLOGIES
1,370,500	SVM
1,375,094	HELLOS ARE GOOD BUYS
1,385,461	BEEP CALL & Design
1,385,796	RECOUP
1,400,668	BETTER WAYS TO DO BUSINESS
1,400,673	CONNNET
1,405,787	NEXT TO THE PHONE, THERE'S NOTHING BETTER
1,406,058	TIGON Stylized
1,406,078	NEXT TO THE PHONE, THERE'S NOTHING BETTER
1,412,153	LS/2000
1,433,267	CREDIT CARD PHONE & Design
1,441,492	TEENLINE
1,442,484	TEXPO
1,444,406	TEXPO
1,446,378	PAC*TEL & Design
1,446,379	PACTEL
1,448,907	PAC*TEL & Design
1,449,092	CONNECTICUT'S BOOK
1,456,790	MISCELLANEOUS DESIGN
1,457,297	SC350
1,459,002	CREDIT CARD PHONE & Design
1,459,190	OHIO BELL
1,459,192	WISCONSIN BELL
1,459,193	ILLINOIS BELL
1,459,198	SOUTHWESTERN BELL
1,459,199	INDIANA BELL
1,459,202	PACIFIC BELL
1,459,996	MICHIGAN BELL
1,459,997	NEVADA BELL
1,461,349	SNET
1,463,091	AMERITECH
1,463,844	BRANDSTANDS
1,464,818	PAC*TEL & Design
1,464,840	PAC*TEL & Design
1,464,841	PACTEL
1,464,865	PAC*TEL & Design
1,464,866	PACTEL
1,466,606	PROGRESS INTELLIGENTLY PLANNED
1,467,315	SNET MAPS
1,469,404	MISCELLANEOUS DESIGN
1,469,417	WE GO BEYOND THE CALL
1,469,466	MISCELLANEOUS DESIGN

Application/Registration No. Trademark/Service Mark

1,469,972	MISCELLANEOUS DESIGN
1,472,680	MISCELLANEOUS DESIGN
1,473,114	SMART YELLOW PAGES
1,473,437	PACTEL
1,474,515	TRAX
1,474,961	SNET
1,475,336	PACIFIC TELEPHONE
1,475,886	LET YOUR FINGERS DO THE RUNNING & Design
1,476,225	SNET & Design
1,476,811	SNET & Design
1,480,025	MISCELLANEOUS DESIGN
1,485,063	AMERITEC
1,487,820	AMERITECH & Design
1,487,821	AMERITECH & Design
1,491,626	PROGRESS INTELLIGENTLY PLANNED
1,492,760	CONNECTICUT'S BEST CALL
1,494,180	PROGRESS INTELLIGENTLY PLANNED
1,494,465	PROGRESS INTELLIGENTLY PLANNED
1,494,548	PROGRESS INTELLIGENTLY PLANNED
1,497,476	PACTEL
1,502,142	MISCELLANEOUS DESIGN
1,514,563	SMART
1,514,801	SMART
1,524,304	SNET & Design
1,525,391	SNET
1,526,069	SMART YELLOW PAGES
1,543,061	SMART RESOURCE CENTER
1,545,197	BELL
1,545,198	Bell Design
1,545,199	BELL
1,545,200	BELL
1,546,154	Bell Design
1,552,273	FAST TRACK
1,565,564	Bell design
1,572,984	NEVADA*BELL & Design
1,574,446	NEVADA BELL
1,574,447	PACIFIC BELL
1,574,449	SOUTHWESTERN BELL
1,574,451	PACIFIC BELL & Design
1,591,321	ALARM PLUS
1,612,013	INFOPAGES
1,633,862	FREEDOM PHONE

Application/Registration No. Trademark/Service Mark

1,663,656	SNET INCOME LINE
1,732,593	AMERITECH BUSINESS SYSTEMS
1,738,655	SNET LINKS TO LEARNING
1,741,621	PAGESPLUS
1,758,773	AMERITECH MOBILE COMMUNICATIONS & Design
1,760,203	AMERITECH INFORMATION SYSTEMS & Design
1,762,169	ISDN DIRECT
1,763,321	AMERITECH AUDIOTEX SERVICES, INC. & Design
1,766,196	SNET COVERAGE PLUS
1,768,884	LINE-BACKER
1,771,876	SUPERSCHOOL
1,771,877	UNLOCKING THE FUTURE & Design
1,776,051	CALLTERNATIVES
1,784,637	AMERITECH INFOSERVE
1,805,517	AIRBUCKS
1,813,146	"GOOD ENOUGH" ISN'T.
1,815,489	THE BIG EASY
1,820,808	FAXNOTES
1,830,891	CENTRALINK
1,831,969	SNET BILLWORKS
1,834,914	SMARTLINK
1,843,241	HOW HANDS ON THE WHEEL
1,844,793	HOW HANDS ON THE WHEEL HOW DEC & Design
1,849,560	THE ADVANTAGES ARE ENDLESS
1,852,050	CONNNET PLUS
1,854,629	CONNECTICUT'S BOOK
1,855,990	1-800-TEAM-DATA
1,855,991	AMERITECH TEAM DATA
1,865,412	CENTREX CLASSIC
1,880,032	COMPLETE
1,885,301	WIRELESS FIELD MERCHANT
1,885,302	MISCELLANEOUS DESIGN
1,885,303	WIRELESS FIELD PARTNER
1,890,203	AMERITECH Logo
1,890,206	WIRELESS FIELD MESSENGER
1,913,243	THE ORIGINAL YELLOW PAGES
1,924,807	SNET 800 CUSTOMLINK
1,930,176	1-800-EASYFIND
1,933,938	TAFFY
1,935,838	SKILLINK
1,953,602	BUSINESS SEARCH
1,953,603	BUSINESS SEARCH
1,957,466	TOTALPHONE

Application/Registration No.	Trademark/Service Mark
1,962,194	CENTRALINK 3100
1,969,023	PACIFIC*TELESIS & Design
1,975,322	ALL DISTANCE
1,977,113	GRAFIX
1,986,421	TELESIS
1,991,500	STAR RING
1,992,233	TELESIS
1,994,260	TELESIS
1,996,235	AMERITECH Logo
1,997,364	SMART PREP
2,002,029	PACIFIC*TELESIS & Design
2,005,448	PACIFIC*TELESIS & Design
2,006,269	SMART DELIVERY
2,006,668	VALUE PROMISE
2,006,689	FIBER ADVANTAGE
2,014,654	SNET ACCESS
2,014,711	TELESIS FOUNDATION & Design
2,021,539	TELESIS
2,022,697	TELESIS
2,027,463	SELECT STATES
2,027,561	INFOWAY
2,028,584	AMERITECH Logo
2,029,119	SELECT CITIES AND TOWNS
2,029,954	AMERITECH & Design
2,032,548	CIVIC LINK & Design
2,032,604	CONTIGO EN LA DISTANCIA
2,033,611	AMERITECH
2,033,614	AMERITECH Logo
2,036,904	NETPUBLISHER
2,037,340	CUSTOM VIRTUAL NETWORK & Design
2,041,729	AMERITECH Logo
2,041,730	AMERITECH
2,044,625	TRACK AND FIND
2,048,068	PACIFIC BELL CONNECTS & Design
2,052,094	SMARTQUEST
2,052,153	AMERITECH
2,055,879	SNET PERSONAL PHONE SERVICE
2,057,832	MESSAGEWORKS
2,059,603	I-SNET
2,063,896	MERINGUE
2,067,858	MISCELLANEOUS DESIGN
2,070,492	PUBLIC RECORDS IN RECORD TIME
2,073,849	WAIT&SEE

Application/Registration No. Trademark/Service Mark

2,079,717	CENTRALINK SELECT
2,080,090	AMERITECH Logo
2,080,112	AMERITECH
2,080,916	1-800-PROFITS
2,084,907	AMERITECH DETAILS
2,086,451	ASCOPE
2,087,974	ANDE
2,088,092	AMERITECH EDUCATION AVENUE
2,088,963	MOBILEPARTNER
2,089,784	TELEVISION ENHANCEMENT DEVICE (Stylized)
2,089,785	REMOTE ENHANCEMENT DEVICE (Stylized)
2,091,953	TOWNSQUARE
2,091,976	SIMPLE SOLUTIONS
2,093,917	PACIFIC TELESIS INTERNATIONAL
2,096,651	PICK UP & GO CELLULAR
2,098,568	PROVIEW
2,099,898	SMART WHITE PAGES
2,100,081	STATE OF ILLINOIS SI RHIN REGIONAL HEALTH INFORM..
2,101,732	AMERITECH Logo
2,105,860	PRIMENUMBER
2,106,723	IMAGINE WHERE WE CAN TAKE YOU
2,113,364	YOU TALK. WE LISTEN
2,118,315	SMART PAGEFINDER TABS
2,121,996	SNET 800 CALL REDIRECT
2,122,111	AT HAND
2,124,093	SNET WIDE AREA CENTREX
2,125,933	SUCCESS 800
2,133,048	AMERITECH
2,137,717	AMERITECH
2,139,009	STAY PUT, STAY SAFE
2,140,186	MISCELLANEOUS DESIGN
2,142,940	EASY TO DO BUSINESS WITH
2,143,086	AMERITECH Logo
2,143,121	AMERITECH Logo
2,144,800	CONNECTICUT AT YOUR FINGERTIPS
2,145,463	PACIFIC BELL WORLDWIDE CALLING CARD
2,146,421	CYBERMATE
2,146,855	1-800-CONFERENCE
2,151,430	PACIFIC BELL BUSINESS ONE NUMBER CARD
2,151,432	PACIFIC BELL ONE NUMBER CALLING CARD
2,158,045	WWW.AMERITECH.COM
2,159,242	SNET 800 DISASTER RECOVERY
2,164,524	AMERITECH GLOBALDESK

Application/Registration No. Trademark/Service Mark

2,164,842	MISCELLANEOUS DESIGN
2,167,156	INTERNET HOUSECALL
2,167,990	AMERICHECK
2,168,331	AMERITECH SMARTRECEIVE
2,168,332	AMERITECH SMARTSEND
2,168,958	SNET CLASSIC SOLUTIONS
2,169,938	IMAGEAD Stylized
2,170,001	SNET COMMUNITY CONNECTIONS
2,178,863	AT HAND
2,178,878	SNET MULTI PATH SERVICE
2,180,025	SMS/800
2,181,765	SIMS
2,183,630	AMERITECH SENIOR OPEN & Design
2,186,145	SNET & Design
2,186,173	SNET STAR *99 (STYLIZED)
2,186,888	SNET FAX ON DEMAN
2,188,073	PROFITMASTER
2,188,349	AMERITECH SMARTCONNECT DELIVERY SYSTEM
2,188,502	SPEND LESS. TALK MORE.
2,189,549	EXPRESSLINE
2,189,630	DCOSS
2,189,827	PACIFIC BELL DIGITAL TV
2,189,828	PACIFIC BELL DIGITAL TV
2,191,840	SNET EASY TRACK
2,193,213	AMERITECH.NET
2,193,261	SO CLEAR IT'S LIKE YOU'RE THERE
2,193,484	SNET FAIRFIELD COUNTY SOLUTIONS
2,194,154	PACIFIC BELL DIGITAL TV
2,196,320	AMERITECH
2,197,369	ROAM AMERITECH
2,198,900	PACIFIC BELL WORLDWIDE BUSINESS CALLING CARD
2,206,069	AMERITECH Logo
2,208,099	AMERITECH FEATURELINK
2,208,126	SNET UNITED RATES
2,209,523	IF YOU CAN'T DO IT WITH THIS, MAYBE IT CAN'T BE..
2,210,300	SNET CLASSIC
2,211,201	AT HAND
2,211,900	PACIFIC BELL WIREPRO PLUS
2,211,901	PACIFIC BELL WIREPRO
2,212,161	AMERITECH STRAIGHTRATE
2,217,562	SNET CONNECTIONS
2,217,748	KEEP YOUR MIND ON THE DRIVE
2,219,303	NETRESULTS

Application/Registration No. Trademark/Service Mark

2,223,905	AT HAND HOMEFINDER
2,224,620	AMERITECH ANSWER
2,231,028	1-800-848-CAST
2,231,042	SNET DIRECT SAVINGS
2,231,043	SNET ENTERPRISE SOLUTIONS
2,232,543	MESSAGESOURCE
2,232,545	SNET PREMISES TRANSPORT SYSTEMS
2,232,643	NETGUAGE
2,232,656	IF YOU CAN'T DO IT WITH THIS, MAYBE IT CAN'T BE..
2,232,684	PURE DIGITAL PCS
2,234,929	@ Design
2,246,603	PACIFIC BELL PARK
2,250,124	PACIFIC BELL ONEPRICE SAVER
2,252,411	SNET WORLDWIDE SOLUTIONS
2,254,085	AHORRE MAS. HABLE MAS.
2,257,582	AMERITECH EASYCHARGE
2,261,436	PACIFIC BELL PURE DIGITAL PCS
2,265,217	FRAUDGUARD
2,265,300	PACIFIC BELL DIGITAL TV
2,271,005	PURE DIGITAL DOUBLE
2,281,154	DESIGN ONLY
2,283,623	@ Design
2,283,712	ENSEMBLE
2,285,041	ENROUTE
2,285,930	@ Design
2,296,421	AMERITECH FIRST RATE
2,296,425	PACIFIC BELL SAVER 60
2,296,473	PACIFIC BELL PURE DIGITAL PCS
2,297,249	SUPERLINK
2,302,506	ESSENTIAL BUSINESS LINE
2,306,410	CLEARPATH
2,307,692	CLEAR PATH
2,314,875	PACIFIC BELL ACCESSIBILITY RESOURCES
2,317,707	AMERITECH Logo
2,317,832	WIRELESSDATA Stylized
2,318,511	AUTOVAN
2,322,002	NOW YOU CAN HAVE IT ALL
2,324,780	SUPERTRAX
2,326,979	SNET SECURITY SYSTEMS
2,327,492	1-800-SBS-CARE
2,327,709	AMERITECH
2,328,460	HANG UP ON SLAMMING
2,337,278	PROTECTPATH

Application/Registration No.	Trademark/Service Mark
2,338,329	PICK UP & GO
2,341,037	YOUR PERSONAL KEY TO THE WIRELESS WORLD
2,342,804	PACIFIC BELL PCS EMAIL
2,344,901	NEVADA BELL PCS EMAIL
2,346,691	AMERITECH ROADSIDE ASSISTANCE & Design
2,346,990	RANGEMAX
2,349,972	TALK ACROSS TEXAS
2,350,850	PACIFIC BELL & Design
2,352,125	PRIME ACCESS
2,353,433	AT HAND
2,355,118	THE PHONE IS ONCE AGAIN YOUR FRIEND
2,358,447	SPEEDPATH
2,364,323	PACIFIC BELL CENTREXSMART
2,370,613	NATIONSPAN
2,375,136	BLUE WEB'N & Design
2,375,937	NEIGHBORHOOD SELECT
2,390,099	ACAS
2,390,694	COMPLETELY DIFFERENT
2,398,241	PACIFIC BELL PARK
2,402,327	PACIFIC BELL PARK
2,409,900	AGGS & Design
2,414,273	AMERITECH COMMLOGIC
2,422,450	POWERLINK
2,426,626	CONFERENCENOW
2,433,214	AMERITECH SIMPLIFIVE
2,434,806	PACIFIC BELL SMART CHIP
2,442,731	ASK FOR THE SMART CHIP
2,444,512	START EXPECTING MORE
2,468,831	SOUTHWESTERN BELL HOME ENTERTAINMENT AND DESIGN
2,470,272	COMPLETELINK
2,498,911	SOUTHWESTERN BELL FULL SOLUTION
2,502,452	PACIFIC BELL ONLINE OFFICE
2,507,807	PACIFIC BELL WEB SOLUTION
2,514,211	PRIVACY MANAGER
2,524,189	CELL-MATE
2,536,853	GET UP TO SPEED
2,538,426	GET UP TO SPEED & Design
2,538,428	STOP WORRYING. START TALKING.

Application/Registration No. Trademark/Service Mark

2,544,143	THE ONE WITH THE SMART CHIP
2,559,256	PACIFIC BELL FLAT RATE PLUS FOR BUSINESS
2,585,523	UP2SPEED
2,596,203	DIRECT REPLY (Supplemental Registration)
2,596,895	SMARTTRUNK

ASSIGNMENT

WHEREAS, SBC Holdings Properties L.P., a limited partnership of the State of Nevada, having an address of 645 Plumb Lane, Reno, Nevada 89502, (hereinafter "SBC Holdings"), adopted, used and is using the trademarks and service marks (hereinafter "the MARKS") in connection with the goods and/or services listed in Appendix A, and is the record owner of the United States Registrations and/or Applications listed in Appendix A; and

WHEREAS, SBC Properties, L.P., a limited partnership of the State of Nevada and having an address of 645 East Plumb Lane, Reno, Nevada 89502, (hereinafter "SBC Properties"), has acquired all of SBC Holdings' rights, title and interest in and to said MARKS, the goodwill symbolized thereby, the business associated therewith, and the United States registrations and/or applications of said MARKS, and is desirous of making said acquisition of record.

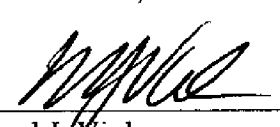
NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, SBC Holdings hereby transfers, assigns and conveys by capital contribution to SBC Properties all rights, title and interest in and to the MARKS listed in Appendix A and the goodwill symbolized thereby, the business associated therewith, and the registration and/or application of the MARKS.

Executed: June 26, 2002

SBC HOLDINGS PROPERTIES, L.P.

By its General Partnership
SBC PROPERTIES GP, INC.

By: _____

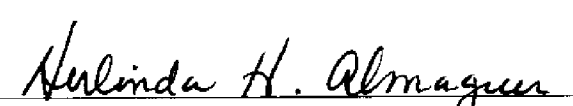

Michael J. Viola
Treasurer

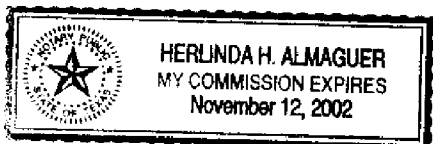
State of TEXAS)

County of Bexar)

ss.

Before me the undersigned authority, on this 26th day of June, 2002, personally appeared Michael J. Viola, Treasurer of SBC Holdings Properties L.P., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes therein contained and in the capacity therein stated.


Notary Public



My Commission Expires: November 12, 2002