

01-18-2005



Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

DEPARTMENT OF COMMERCE
Patent and Trademark Office

102922353

RECORDATION
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)/Execution Date(s):

United Online, Inc.

- Individual(s)
- General Partnership
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) _____
 Execution Date(s) December 13, 2004
 Additional names of conveying parties attached? Yes No

3. Nature of conveyance

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Deutsche Bank Trust Company Americas
 Internal _____
 Address: _____
 Street Address: 60 Wall Street
 City: New York
 State: New York
 Country: USA Zip: 10005
 Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other - Collateral Agent Citizenship: New York

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

Please see attached Schedule A

B. Trademark Registration No.(s)

Please see attached Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elizabeth A. Nunn/ White & Case LLP
 Internal Address: _____
 Street Address: 1155 Avenue of the Americas
 City: New York
 State: New York Zip: 10036
 Phone Number: 212 819-8928
 Fax Number: 212 354-8113
 Email Address: enunn@whitecase.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$290.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____
 b. Deposit Account Number 23-1705 (in case of deficiency)
 Authorized User Name _____

9. Signature:

Elizabeth A. Nunn
Signature

January 11, 2005
Date

Elizabeth A. Nunn
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

01/14/2005 DBYRNE 00000052 78064234

01 FC:8521 40.00 OP
02 FC:8522 250.00 OP

1/11/2005 3:07 PM (2K)
NEWYORK 4584841 v1 [4584841_1.DOC]

TRADEMARK
REEL: 003104 FRAME: 0322

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, United Online, Inc., a Delaware corporation (the "Grantor"), with principal offices at 21301 Burbank Boulevard, Woodland Hills, California 91367, hereby assigns and transfers unto to Deutsche Bank Trust Company Americas, a New York corporation, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005, (the "Grantee"), and does hereby pledge and grant to the Grantee, for the benefit of the Secured Creditors (as defined in the Security Agreement referenced below), a continuing security interest in all of the right, title and interest of Grantor in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, and the goodwill of the businesses of Grantor symbolized by the Marks (the "Grant").

This Grant is made as security for the prompt and complete payment and performance when due of all of Grantor's Obligations, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 13, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). After the Termination Date (as defined in the Security Agreement), the Grantee, at the request and expense of the Grantor, will promptly execute and deliver to Grantor a proper instrument or instruments acknowledging the satisfaction and termination of this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
13th day of December, 2004.

UNITED ONLINE, INC., Grantor

By Charles S. Hilliard
Name: Charles S. Hilliard
Title: Executive Vice President, Finance
and Chief Financial Officer

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By _____
Name:
Title:

STATE OF _____)
) ss.:
COUNTY OF _____)

On this 9th day of December, 2004, before me personally came Charles S. Hilliard, who, being by me duly sworn, did state as follows: that [s]he is Chief Financial Officer of United Online, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Cirila Stephens
Notary Public

CIRILA STEPHENS
NOTARY PUBLIC, State of New York
No. 01ST6088536
Qualified in Kings County
Commission Expires March 3, 2007

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

13th day of December, 2004.

UNITED ONLINE, INC., Grantor


By _____

Name:

Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS,

as Collateral Agent and Grantee

By 

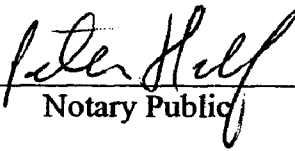
Name:

Title:

Anca Trifan
Director

STATE OF New York)
) ss:
COUNTY OF New York)




On this 10 day of December, 2004, before me personally came _____
Anca Trifan, who, being by me duly sworn, did state as follows: that [s]he is
Director
_____ of Deutsche Bank Trust Company Americas, that [s]he is authorized to
execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of
the Board of Directors of said corporation.






Notary Public

PETER W HELF
Notary Public - State of New York
No. 01HE6030586
Qualified in Suffolk County
My Commission Expires Sept. 13, 2005

SCHEDULE A

Mark	Registration/ Application Number (Country)
UNITED ONLINE	Application No. 78/064,234 (US)
UNITED ONLINE	Registration No. 2,768,105 (US)
UNITED ONLINE	Registration No. 2,704,626 (US)
UNITED ONLINE	Registration No. 2,418,812 (US)
	Registration No. 2,415,388 (US)
	Application No. 78/080,308 (US)
VALUSPEAK	Registration No. 2,851,997 (US)
	Registration No. 2,757,477 (US)
MEGAMAIL	Application No. 78/319,941 (US)
SUPER BROADBAND	Application No. 78/372,658 (US)
BROADBAND TURBO	Application No. 78/372,661 (US)

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