

01-18-2005

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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):

Juno Online Services, 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

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 \_\_\_\_\_  
 X 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)

3. Nature of conveyance

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

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:

17

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$440.00

- 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 DBYRME 00000050 2164956

01 FC:8521 40.00 DP  
02 FC:8522 400.00 DP

**SCHEDULE A**

TRADEMARKS	
Mark	Registration / Application No. (Class)
JUNO	Registration No. 2,164,956 (US)
JUNO.COM	Registration No. 2,233,188 (US)
MY JUNO	Registration No. 2,906,717 (US)
EVERYBODY'S GETTING IT	Registration No. 2,442,285 (US)
EVERYBODY'S GETTING IT	Registration No. 2,438,267 (US)
YOU NEED E-MAIL. BUT YOU DON'T NEED TO PAY FOR IT.	Registration No. 2,138,202 (US)
JUNO WEB	Registration No. 2,400,532 (US)
JUNO WEB	Registration No. 2,406,711 (US)
	Registration No. 2,165,016 (US)
	Registration No. 2,232,490 (US)
	Registration No. 2,186,308 (US)
	Registration No. 2,186,309 (US)
	Registration No. 2,054,764 (US)
JOIN THE MILLIONS	Registration No. 2,504,325 (US)
JUNO EXPRESS	Registration No. 2,503,588 (US)
JUNO SPEEDBAND	Application No. 78/259,721 (US)
JOIN THE MILLIONS	Registration No. 2,536,188 (US)

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**GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Juno Online Services, 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  
13<sup>th</sup> day of December, 2004.

JUNO ONLINE SERVICES, INC., Grantor

By Charles Hillard  
Name: Charles B. Hillard  
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 9<sup>th</sup> 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 Juno Online Services, 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 sole Director 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

13<sup>th</sup> day of December, 2004.

JUNO ONLINE SERVICES, INC., Grantor

By \_\_\_\_\_

Name:

Title:

DEUTSCHE BANK TRUST COMPANY  
AMERICAS,  
as Collateral Agent and Grantee

By  \_\_\_\_\_

Name:

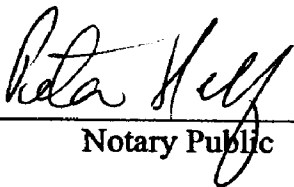
**Anca Trifan**

Title:

**Director**

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

On this 10 day of December, 2004, before me personally came \_\_\_\_\_  
Anca Trihan, 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