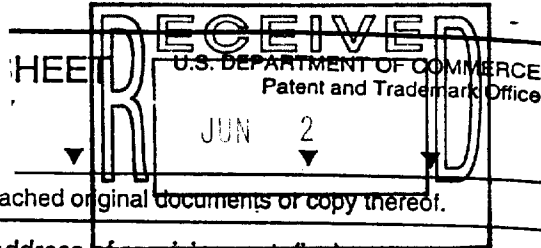


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To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, Washington, DC 20540-5000. Attached original documents or copy thereof.

1. Name of conveying party(ies):

Desiderata Alliance Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 15, 1999

2. Name and address of receiving party(ies)

Name: internet.com LLC

Internal Address:

Street Address: 20 Ketchum Street

City: Westport State: CT ZIP: 06880

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other limited liability company

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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/567,192
75/571,550
75/571,553

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Deirdre Wall

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-2405

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

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02 FC:482 50.00 CH

9. 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.

Deirdre Wall
Name of Person Signing

Deirdre Wall
Signature

May 20, 1999
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment, TRADEMARK

REEL: 001906 FRAME: 0845

ASSIGNMENT

This Assignment is made between Desiderata Alliance Inc., a Delaware corporation with offices at 401 Main Street, Box 46, Three Bridges, New Jersey 08887 ("Assignor"), and internet.com LLC, a limited liability company of the State of Delaware with offices at 20 Ketchum Street, Westport, Connecticut 06880 ("Assignee").

WHEREAS, Desiderata Alliance Inc. has adopted and used the marks, REFER-IT and THE SEARCH ENGINE THAT PAYS, and has filed the applications therefor set forth on the attached Schedule, which are pending on the Principal Register of the United States Patent and Trademark Office;

WHEREAS, internet.com LLC is desirous of acquiring the marks REFER-IT and THE SEARCH ENGINE THAT PAYS and the applications pertaining thereto, and any registrations resulting therefrom;

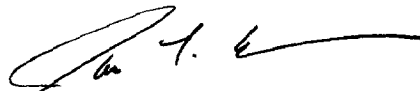
WHEREAS, Assignor has agreed to assign to Assignee all worldwide right, title and interest in and to the marks REFER-IT and THE SEARCH ENGINE THAT PAYS and any applications therefor and all goodwill associated therewith, together with all the assets of the business conducted under these marks, and all rights to claims of past infringement thereof (collectively the "Marks"); and

NOW THEREFORE, in consideration of the sum of ten dollars (\$10) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee, its successors and assigns, all right, title and interest throughout the world in and to: (i) the Marks; (ii) the portion of the business of Assignor to which the listed intent-to-use application applies; (iii) all income, royalties, damages and payments now due or which hereafter become due or payable in respect to thereto; (iv) all causes of action (in law or equity) and rights to sue, counterclaim and/or recover for past, present or future infringement of thereof; and (v) all rights corresponding to the foregoing.

Assignor hereby agrees to execute all papers and to perform all other proper acts requested by Assignee or its successors or assigns to secure to Assignee or its successors or assigns the rights hereby transferred.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of May 15

_____, 1999.



Name: JAMES L. MARCIANO

Title: CHAIRMAN

STATE OF New Jersey

COUNTY OF Hunterdon

On this 15 day of May, 1999, personally appeared before me James Marciano, known to me to be Chairman of Net All. Inc. who acknowledged that he/she signed this instrument as a free act on behalf of Verderago Alliance Inc.

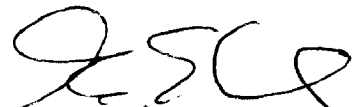


Notary Public

My commission expires: **JANNETTE MORAN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Aug. 22, 2001**

AGREED AND ACKNOWLEDGED:

internet.com LLC

By: 
Name: Mitchell Eisenberg
Title: General Counsel

SCHEDULE

<u>Mark</u>	<u>App. No.</u>	<u>App. Date</u>
REFER-IT	75/567,192	October 9, 1998
THE SEARCH ENGINE THAT PAYS	75/571,550	October 16, 1998
REFER-IT	75/571,553	October 16, 1998

056535/00001 - 596725.01

RECORDED: 06/02/1999

TRADEMARK
REEL: 001906 FRAME: 0848