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COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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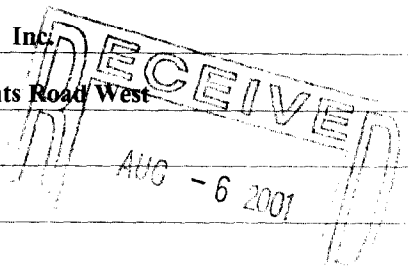
Tab settings

To the Honorable Commissioner of Patents

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):
**JAMES MICHAEL SCRIMPISHIRE
RUDOLPH D. SULLIVAN, JR.**
8/16/01
Additional names(s) of conveying party(ies) Yes No

Name: **ATX Telecom, Inc.**
Address: **501 Clements Road West
Suite 1**



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: **July 16, 2001**

City: **Ajax** State/Prov.: **Ontario**
Country: **Canada** ZIP: **L1S7H4**
Additional name(s) & address(es) Yes No

4. Application number(s) or registration numbers(s):
If this document is being filed together with a new application, the execution date of the application is:
Patent Application No. Filing date
Additional numbers

B. Patent No.(s)
5,631,443
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Bradley D. Beck**
Registration No. **35,440**
Address: **Butler, Snow, O'Mara, Stevens & Cannada PLLC
Post Office Box 171443**
City: **Memphis** State/Prov.: **TN**
Country: **United States** ZIP: **38187**

6. Total number of applications and patents involved: **1**
7. Total fee (37 CFR 3.41):.....\$ **40.00**
 Enclosed - Any excess or insufficiency should be credited or debited to deposit account
 Authorized to be charged to deposit account
8. Deposit account number:
50-0858

08/13/2001 TBIAZ1 00000038 5631443
01 EC:581 40.00 DP
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.
Bradley D. Beck
Name of Person Signing

DO NOT USE THIS SPACE

Bradley D. Beck August 3, 2001
Signature Date

Total number of pages including cover sheet, attachments, and

3

ASSIGNMENT

WHEREAS, we, JAMES MICHAEL SCRIMPISHIRE, and RUDOLPH D. SULLIVAN, JR., made certain new and useful inventions and improvements entitled INTERFERENCE SUPPRESSING CABLE BOOT ASSEMBLY, for which we have executed an application for Letters Patent of the United States, filed May 30, 1995 and issued as United States Patent No. 5,631,443 on May 20, 1997.

AND WHEREAS, ATX TELECOM INC., a corporation organized and existing under and by virtue of the laws of the Province of Ontario, Canada, and having an office and place of business at 501 Clements Road West, Suite 1, Ajax, Ontario, Canada L1S7H4 (hereinafter "Assignee") is desirous of acquiring the entire right, title and interest in and to said inventions, improvements and to United States Patent No. 5,631,443.

NOW THEREFORE, to all whom it may concern, be it known that for and in consideration of the sum of One Dollar and other good and valuable considerations, the receipt and sufficiency whereof are hereby acknowledged, we have sold, assigned, and transferred, and by these presents do sell, assign and transfer unto said Assignee, its successors or assigns, the entire right, title and interest for all countries in and to all inventions and improvements disclosed in the aforesaid application, and in and to the said application, all divisions, continuations, or renewals thereof, all Letters Patent which may be granted therefrom including U.S. Patent No. 5,631,443, and all reissues or extensions of such patents, and in and to any and all applications which have been or shall be filed in any foreign countries for Letters Patent on the said inventions and improvements, including an assignment of all rights under the provisions of the International Convention, and all Letters Patent of foreign countries which may be granted therefrom; and we do hereby authorize and request the Commissioner of Patents and Trademarks to issue any and all United States Letters Patent for the aforesaid inventions and improvements to the said Assignee as the assignee of the entire right, title and interest in and to the same, for the use of the said Assignee, its successors and assigns.

AND, for the consideration aforesaid, we do hereby agree that we and our executors and legal representatives will make, execute and deliver any and all other instruments in writing including any and all further application papers, affidavits, assignments and other documents, and will communicate to said Assignee, its successors and representatives all facts known to us relating to said improvements and the history thereof and will testify in all legal proceedings and generally do all things which may be necessary or desirable more effectually to secure to and vest in said Assignee, its successors or assigns the entire right, title and interest in and to the said improvements, inventions, applications, Letters Patent, rights, titles, benefits, privileges and advantages hereby sold, assigned and conveyed, or intended so to be.

AND, furthermore we covenant and agree with said Assignee, its successors and assigns, that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by us and that full right to convey the same as herein expressed is possessed by us.

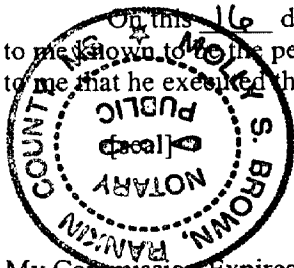
IN TESTIMONY WHEREOF, I have hereunto set my hand this 16 day of July, 2001.

James Michael Scrimshire
JAMES MICHAEL SCRIMPISHIRE

NOTARIAL ATTESTATION

State of Mississippi:
County of Hinds:

On this 16 day of July, 2001, before me personally appeared James Michael Scrimshire, to me known to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same for the uses and purposes therein set forth.



Molly S. Brown

NOTARY PUBLIC

My Commission Expires:
9/24/2002

IN TESTIMONY WHEREOF, I have hereunto set my hand this 16 day of July, 2001.

Rudolph D. Sullivan Jr.
RUDOLPH D. SULLIVAN, JR.

NOTARIAL ATTESTATION

State of Mississippi:
County of Hinds:

On this 16 day of July, 2001, before me personally appeared, Rudolph D. Sullivan, Jr., to me known to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same for the uses and purposes therein set forth.

[seal]

Molly S. Brown
NOTARY PUBLIC

My Commission Expires:
9/24/2002

