

M.R.D
3-3-03

R



NET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102378196
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Newcourt Commercial Finance Corporation (now known as CIT Lending Services Corporation)

- Individual(s) Citizenship: U.S.A.
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State- Delaware
- Other:

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

3. Nature of conveyance:

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

Execution Date: February 27, 2003

2. Name and Address of receiving party(ies):

Name: **Wachovia Bank, National Association**

Internal Address:

Street Address: **301 South College Street, TW-5**

City: **Charlotte** State: **North Carolina** Zip: **28288-0537**

Country: **USA**

Individual(s) Citizenship: U.S.A.

- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State
- Other: **National Banking Association**

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark registration No.(s)

NEWSOUTH COMMUNICATIONS
Reg. No. 2,259,926 Reg. Date July 6, 1999

Additional numbers attached? Yes No

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

Name: **Dusan Clark**
Internal Address: **Sidley Austin Brown & Wood LLP**
Street Address: **717 North Harwood St., Suite 3400**
City: **Dallas** State: **TX** ZIP: **75201**

6. Total number of applications and registrations involved: **1**

7. Recordal fee (37 CFR 3.41).....\$40.00
Expedited fee\$120.00
Total fee\$160.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 18-1260

03/05/2003 TDIAZ1 00000059 181260 2259926

01 FC:8521 40.00 CH
02 FC:8524 120.00 CH

DO NOT USE THIS SPACE

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.

Dusan Clark
Name of Person Signing

Signature

March 3, 2003
Date

DR

Total number of pages including cover sheet 5

ACKNOWLEDGEMENT OF COLLATERAL ASSIGNMENT

Reference is hereby made to that certain (A) Loan and Security Agreement (as amended, restated or otherwise modified through June 28, 2001, the "Original Agreement") dated as of January 26, 1999 among NewSouth Communications Corp. ("NewSouth"), NewSouth Technologies, LLC ("NST"), the financial institutions party thereto as "Lenders" (the "Original Lenders"), Newcourt Commercial Finance Corporation (now known as CIT Lending Services Corporation) ("CIT"), as Administrative Agent for the benefit of the Original Lenders (the "Original Agent") and certain other parties, (B) Trademark Security Agreement dated as of January 26, 1999 executed by NewSouth in favor of the Original Agent for the benefit of the Original Lenders (the "Trademark Security Agreement") with respect to the U.S. Trademark listed on Schedule I hereto (the "Assigned Trademark"), (C) Second Amended and Restated Loan and Security Agreement (as amended, restated, supplemented or otherwise modified, the "New Loan Agreement") dated as of June 29, 2001 (the "Restatement Date"), among NewSouth, NST, UniversalCom, Inc., CIT and certain other financial institutions party thereto as "Lenders" (the "New Lenders"), First Union National Bank (now known as Wachovia Bank, National Association) ("Wachovia") as Administrative Agent for the benefit of the New Lenders (the "New Agent") and certain other parties and (D) that certain General Reaffirmation and Modification Agreement (the "General Reaffirmation") dated as of June 29, 2001 among NewSouth, Technologies, UCI, Holdings, CIT, Fleet, and the Agent.

The Original Agent hereby acknowledges and agrees that as of the Restatement Date and pursuant to the terms of the New Loan Agreement and the General Reaffirmation, the Original Agent was replaced by the New Agent. In connection with such replacement, the Original Agent hereby confirms its transfer, assignment and conveyance as of the Restatement Date to the New Agent of any Collateral (as defined in the Original Agreement), including the Assigned Trademark, held by it pursuant to the Original Agreement, including pursuant to the Trademark Security Agreement, in its capacity as "Administrative Agent" for the benefit of the New Lenders.

This Acknowledgement of Assignment shall be construed and enforced and the rights and duties of the parties shall be in all respects governed by and in accordance with the internal laws and decisions (as opposed to the conflict of laws provisions) of the State of New York.

This Acknowledgement of Assignment may be executed on any number of separate counterparts and all of said counterparts taken together shall be deemed to constitute one and the same agreement.

* * * *

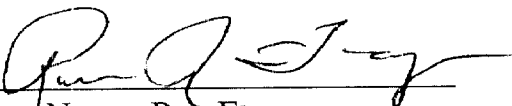
IN WITNESS WHEREOF, this Acknowledgement of Assignment has been duly executed as of the day and year first above written.

CIT LENDING SERVICES CORPORATION
(f/k/a Newcourt Commercial Finance Corporation),
as Original Agent

By: _____
Name: _____
Title: _____


Agreed and Accepted as of
this __ day of February, 2003:

WACHOVIA BANK, NATIONAL ASSOCIATION
(f/k/a First Union National Bank), as New Agent

By: 
Name: Ron Ferguson
Title: Managing Director

IN WITNESS WHEREOF, this Acknowledgement of Assignment has been duly executed as of the day and year first above written.

CIT LENDING SERVICES CORPORATION
(f/k/a Newcourt Commercial Finance Corporation),
as Original Agent

By: 
Name: Donn Maher
Title: Vice President

Agreed and Accepted as of
this 27 day of February, 2003:

WACHOVIA BANK, NATIONAL ASSOCIATION
(f/k/a First Union National Bank), as New Agent

By: _____
Name: _____
Title: _____

SCHEDULE I

TO

ACKNOWLEDGEMENT OF COLLATERAL ASSIGNMENT

Dated as of February 21, 2003

ASSIGNED TRADEMARK:

NEWSOUTH COMMUNICATIONS

SERIAL NO.: 75-345,518

REG. NO.: 2,259,926

REGISTERED: July 6, 1999

ASSIGNEE(S): NEWCOURT COMMERCIAL FINANCE CORPORATION (Delaware Corporation), TWO GATEHALL DRIVE, PARSIPPANY, NJ (New Jersey), 07054, USA (United States of America)

Assignor(s): **NEWSOUTH COMMUNICATIONS CORP.** (Delaware Corporation)

Reel/Frame: 1875/0941

Recorded: March 25, 1999

Brief: SECURITY INTEREST