

MWD  
7-16-01

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10-19-2001



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To the Honorable Commissioner of Patents

3 original documents or copy thereof.

1. Name of conveying party(ies):  
Century Business Credit Corporation  
119 West 40th Street  
New York, New York 10018

Name of receiving party(ies):

Name: Wells Fargo Credit, Inc.

Internal Address:

Street Address: 119 West 40th Street

City: New York State: NY ZIP: 10018

- Individual(s)
- General Partnership
- Corporation-State: NY
- Other

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

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

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

3. Nature of conveyances:

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

Execution Date: May 7, 2000

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

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached?  Yes  No

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

Name: ~~Heedtz~~  
Crystal Plaza One  
Suite 1207  
2001 Jefferson Davis Hwy.  
Arlington, Virginia 22202

Internal Address:  
Street Address:  
City: State: ZIP:

6. Total number of applications and registrations involved: 19

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

07/20/2001 DBYRNE 00000159 74530039

DO NOT USE THIS SPACE

01 FC:441 40.00 DP  
02 FC:442 450.00 DP

To the best of my knowledge and belief, the foregoing information is true and correct and an attached copy is a true copy of the original document

Constance Mollick, Esq.  
Name of Person Signing

*Constance Mollick*  
Signature

July 12, 2001  
Date

Total number of pages including coversheet, attachments and document: 5

## Schedule A

Schedule A to an Assignment of Security dated as of May 7, 2000, by and between CENTURY BUSINESS CREDIT CORPORATION and WELLS FARGO CREDIT, INC.

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Country</u>	<u>Reg. or Filing Date</u>
74/530039	US Wats	U.S.A.	05/26/94
1668120	US Wats	U.S.A.	12/10/91
1669037	US Wats & Design	U.S.A.	12/17/91
1717263	US Wats (Stylized)	U.S.A.	09/15/92
1849735	Preferred Corporate Programs	U.S.A.	08/09/94
1824630	Business Long Distance Leadership	U.S.A.	03/01/94
1857931	Superline	U.S.A.	10/11/94
74/454423	Safe and Sound	U.S.A.	11/02/93
74/456043	Safety Card	U.S.A.	11/04/93
74/462868	We Want You Happy	U.S.A.	11/24/93
74/626189	After Five Long Distance	U.S.A.	01/26/95
74/626188	After 5 Long Distance	U.S.A.	01/26/95
74/483012	US Pre-Paid	U.S.A.	1/27/94
74/494131	Business Call Technology	U.S.A.	02/24/94

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Country</u>	<u>Reg. or Filing Date</u>
74/494132	Corporate World Access	U.S.A.	02/24/94
74/499578	Find-A-Bill Selfiler	U.S.A.	03/14/94
74/501734	Business Call Manager	U.S.A.	03/18/94
74/507667	Business Call Auditor	U.S.A.	03/31/94
74/530038	Worldwide Calling Power	U.S.A.	05/26/94

**ASSIGNMENT OF SECURITY**

**WHEREAS**, U.S. Wats, Inc. ("Borrower") is obligated to Century Business Credit Corporation ("Lender") pursuant to (i) a certain Loan and Security Agreement dated as of May 11, 1995, as amended, modified, restated or supplemented from time to time, the "Loan Agreement") by and between Borrower and Lender; and (ii) a certain Trademark Collateral Security Agreement dated as of May 11, 1995 made by Borrower in favor of Lender (as amended, modified, supplemented or restated from time to time, collectively, the "Agreements");

**WHEREAS**, pursuant to the Agreements, Borrower and Lender entered into a certain Trademark Assignment of Security dated as of May 11, 1995 (the "Assignment of Security") pursuant to which Borrower assigned unto Lender and granted to Lender a security interest in the trademarks and trademark applications shown on the attached Schedule A (the "Trademarks") for which there are recordings or applications in the United States Patent and Trademark Office (the "P&T Office") under the numbers shown on the attached Schedule A, all proceeds thereof, all rights corresponding thereto, the recordings and applications therefor and the goodwill of the business to which each of the Trademarks relate;

**WHEREAS**, the Assignment of Security was filed with the P&T Office at Reel 1353, Frame 0939;

**WHEREAS**, Lender and Wells Fargo Credit, Inc. ("WFCI") have entered into an Agreement pursuant to which Lender assigned to WFCI all of its right, title and interest in, inter alia, the Agreements and the Assignment of Security;

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, Lender does hereby assign unto WFCI all of its right, title and interest in the Assignment of Security.

Dated as of: May 7, 2000

WITNESS:

Regina McAusky

CENTURY BUSINESS CREDIT CORPORATION

By: Steven Stone

Title: STEVEN STONE  
EXEC. VICE PRES.

Address: 119 West 40<sup>th</sup> Street  
New York, New York 10018

WITNESS:

Steven Stone

WELLS FARGO CREDIT, INC.

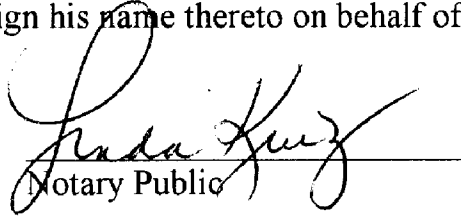
By: Cynthia McCuskey  
Title: Assistant Vice President

Address: 119 West 40<sup>th</sup> Street  
New York, New York 10018  
Attention: Account Manager – U.S.  
Wats, Inc.

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 29 day of June, 2001, before me personally came Steven Stone, to me known, who, being by me duly sworn, did depose and say that he is the Exec. V.P. of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

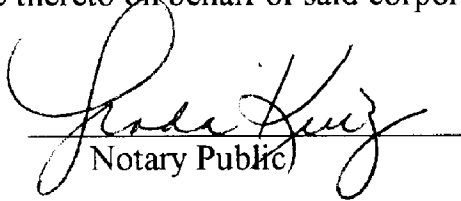
**Linda Kurz**  
Notary Public, State of New York  
No. 01KU5033942  
Qualified in Bronx County  
Commission Expires: 9/26/02

  
Notary Public

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 29 day of June, 2001, before me personally came Regina M'Cluskey, to me known, who, being by me duly sworn, did depose and say that she is the Assistant Vice Pres. of Wells Fargo Credit, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

**Linda Kurz**  
Notary Public, State of New York  
No. 01KU5033942  
Qualified in Bronx County  
Commission Expires: 9/26/02

  
Notary Public