

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the name and address of the Assignee (receiving party) previously recorded on Reel 003388 Frame 0575. Assignor(s) hereby confirms the Assignment.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
VarTec Telecom, Inc.		06/07/2006	CORPORATION: TEXAS

**RECEIVING PARTY DATA**

<b>Name:</b>	Comtel Telcom Assets LP
<b>Street Address:</b>	433 E. Las Colinas Blvd.
<b>Internal Address:</b>	Suite 1300
<b>City:</b>	Irving
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75039
<b>Entity Type:</b>	LIMITED PARTNERSHIP: TEXAS

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2386640	10-10-636
Registration Number:	2386639	10-10-818

**CORRESPONDENCE DATA**

Fax Number: (202)339-6052  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-625-3500  
 Email: valerie.purdy@kattenlaw.com  
 Correspondent Name: Valerie A. Purdy, Trademark Paralegal  
 Address Line 1: 1025 Thomas Jefferson Street, N.W.  
 Address Line 2: Suite 700 - East Lobby  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20007-5201

<b>ATTORNEY DOCKET NUMBER:</b>	333717.00006
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CH \$65.00 2386640

NAME OF SUBMITTER:	Valerie A. Purdy, Trademark Paralegal
Signature:	/valerie a. purdy/
Date:	01/04/2007

**Total Attachments: 18**

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**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**09/12/2006**  
**900057773**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
VarTec Telecom, Inc.		06/07/2006	CORPORATION: TEXAS

**RECEIVING PARTY DATA**

<b>Name:</b>	Comtel Telecom Assets LP
<b>Street Address:</b>	2440 Marsh Lane
<b>City:</b>	Carrollton
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75006
<b>Entity Type:</b>	LIMITED PARTNERSHIP: TEXAS

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2386640	10-10-636
Registration Number:	2386639	10-10-818

**CORRESPONDENCE DATA**

**Fax Number:** (202)339-6052  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
**Phone:** 202-625-3649  
**Email:** valerie.purdy@kattenlaw.com  
**Correspondent Name:** Valerie A. Purdy - Trademark Paralegal  
**Address Line 1:** 1025 Thomas Jefferson Street, N.W.  
**Address Line 2:** Suite 700 - East Lobby  
**Address Line 4:** Washington, DISTRICT OF COLUMBIA 20007-5201

<b>ATTORNEY DOCKET NUMBER:</b>	333717.00006
<b>NAME OF SUBMITTER:</b>	Valerie A. Purdy
<b>Signature:</b>	/valerie a. purdy/

**CH \$65.00 2386640**

Date:

09/12/2006

Total Attachments: 14

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**IP BILL OF SALE AND ASSIGNMENT AND ASSUMPTION**

This IP Bill of Sale and Assignment and Assumption is made and entered into as of June 7, 2006, by and among VarTec Telecom, Inc., a Texas corporation ("Parent"), Excel Communications Marketing, Inc., a Delaware corporation, Excel Management Service, Inc., a Delaware corporation, Excel Products, Inc., a Delaware corporation, Excel Telecommunications, Inc., a Texas corporation, Excel Telecommunications of Virginia, Inc., a Virginia corporation, Excel Teleservices, Inc., a Delaware corporation, Excelcom, Inc., a Delaware corporation, Telco Communications Group, Inc., a Virginia corporation, Telco Network Services, Inc., a Nevada corporation, VarTec Business Trust, a Delaware corporation, VarTec Properties, Inc., a Texas corporation, VarTec Resource Services, Inc., a Delaware corporation, VarTec Solutions, Inc., a Delaware corporation, VarTec Telecom Holding Company, a Delaware corporation, VarTec Telecom International Holding Company, a Delaware corporation, VarTec Telecom of Virginia, Inc., a Virginia corporation (each a "Subsidiary" and together with Parent, the "Assignors"), and Comtel Telcom Assets LP, a Texas limited partnership and successor-in-interest to Comtel Investments LLC (the "Assignee"). Capitalized terms used but not otherwise defined herein have the respective meanings ascribed to such terms in the Purchase Agreement (as defined herein).

**RECITALS**

**WHEREAS**, Parent and each Subsidiary have filed voluntary petitions (the "Petitions") for relief pursuant to Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code"), in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court"), all of which are being jointly administered pursuant to order of the Bankruptcy Court under Case No. 04-81694-SAF-11 (the "Bankruptcy Case");

**WHEREAS**, the Bankruptcy Court approved in its order, entered on June 30, 2005, the sale of certain assets of the Assignors to the highest and best bidder at an auction (the "Auction");

**WHEREAS**, the Assignee was determined to have submitted the highest and best bid at the Auction;

**WHEREAS**, the Bankruptcy Court, in an Order entered on July 29, 2005, approved the terms of the Asset Purchase Agreement, dated July 25, 2005, by and among the Assignors and the Assignee (the "Purchase Agreement"), the sale of the Acquired Assets to the Assignee and the assumption of the Assumed Liabilities by the Assignee pursuant to Section 363 of the Bankruptcy Code; and

**WHEREAS**, the Acquired Assets include the certain Trademarks, Copyrights, and Patents set forth on Schedule A, attached hereto (the "Registered Intellectual Property") that are to be assigned from each of the Assignors to Assignee.

**NOW, THEREFORE**, in consideration of the sums set forth in the Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, subject to the terms and conditions of the Purchase Agreement, the parties agree as follows:

1. Assignment. Each of Assignors does hereby assign and transfer to Assignee, its successors and assigns, all rights, title and interest in and to the Registered Intellectual Property, including, but not limited to, the applications for and registrations thereof, together with the goodwill of the business symbolized by said Registered Intellectual Property as successor to the ongoing and existing business or portion thereof to which the Registered Intellectual Property pertains and Assignee does hereby assume all Assumed Liabilities relating thereto.

2. Further Action. Assignee's authority hereunder shall include, without limitation, the authority to execute and receive any certificate of ownership or other document to transfer title to any of the Registered Intellectual Property assigned pursuant to this IP Bill of Sale and Assignment and Assumption, and to take any other actions necessary or incident to the powers granted to Assignee in this Bill of Sale and Assignment and Assumption.

3. Counterparts. This IP Bill of Sale and Assignment and Assumption may be executed in one or more counterparts (including by facsimile transmission), each of which will be deemed an original and all of which together will constitute one and the same instrument.

**[Remainder of page intentionally left blank]**

IN WITNESS WHEREOF, the Assignors and the Assignee have executed this IP Bill of Sale and Assignment and Assumption as of the date first written above.

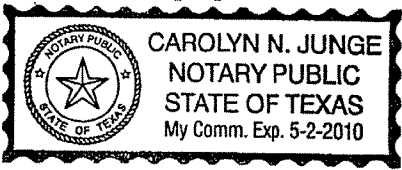
**ASSIGNORS:**

- VARTEC TELECOM, INC.
- EXCEL COMMUNICATIONS MARKETING, INC.
- EXCEL MANAGEMENT SERVICE, INC.
- EXCEL PRODUCTS, INC.
- EXCEL TELECOMMUNICATIONS, INC.
- EXCEL TELECOMMUNICATIONS OF VIRGINIA, INC.
- EXCEL TELESERVICES, INC.
- EXCELCOM, INC.
- TELCO COMMUNICATIONS GROUP, INC.
- TELCO NETWORK SERVICES, INC.
- VARTEC BUSINESS TRUST
- VARTEC PROPERTIES, INC.
- VARTEC RESOURCE SERVICES, INC.
- VARTEC SOLUTIONS, INC.
- VARTEC TELECOM HOLDING COMPANY
- VARTEC TELECOM INTERNATIONAL HOLDING COMPANY
- VARTEC TELECOM OF VIRGINIA, INC.

By: Michael G. Hoffman  
 Name: Michael G. Hoffman  
 Title: President & CEO

State of Texas §  
 County of Dallas §  
 §

Before me this 27<sup>th</sup> day of June, 2006 personally appeared Michael G. Hoffman, known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.



Carolyn N. Junge  
 Notary Public  
 My Commission Expires: 5/2/10

[Notary's Seal Here]

ASSIGNEE:

COMTEL TELCOM ASSETS LP

By: COMETL ASSETS INC. Its General Partner

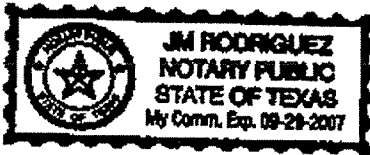
By: [Signature]  
Name: John Jenkins  
Title: CAO

State of Texas

§  
§  
§

County of Dallas

Before me this 7<sup>th</sup> day of June, 2006 personally appeared Jinn Jenkins, known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.



[Notary's Seal Here]

[Signature]  
Notary Public  
My Commission Expires: 09/29/07



**SCHEDULE A**  
**to**  
**IP Bill of Sale and Assignment and Assumption**


TRADEMARK	CLASS	GOODS/SERVICES	APPLICATION	APPROX. DATE	REG. NO.	REG. DATE	STATUS	REGISTERED PARTY OR ASSIGNEE	COUNTRY
<b>ESTIA LINE (APPLICATION)</b>	38	Telecommunications services, namely, providing long distance telephone services in International Class 38	76516267	22-Aug-93			Published	VarTec Business Trust, Trustees of the	USA
<b>OURLINE (APPLICATION)</b>	38	Long distance and local telecommunications services and providing telecommunications connections to a global computer network	76324130	11-Oct-01			Allowed	VarTec Business Trust, Trustees of the	USA
<b>YOURLINE (APPLICATION)</b>	38	Telecommunications services, namely, providing long distance telephone services in International Class 38	76483373	7-Feb-03			Allowed	VarTec Business Trust, Trustees of the	USA
<b>VARTALK (APPLICATION)</b>	38	Long distance and local telecommunications services and providing telecommunications connections to a global computer network	76324131	11-Oct-01			Allowed	VarTec Business Trust, Trustees of the	USA
<b>VARTEC TELECOM, US REGISTERED TRADEMARKS IN VARIOUS COUNTRIES</b>									
<b>Stylized V Logo (new)</b>	38	Providing telecommunications connections to a global computer network, long distance telecommunications service for residential and business applications; prepaid long distance telecommunications services; providing multiuser access to a global computer information network	75926920	23-Feb-00	2608558	20-Aug-02	Registered	VarTec Business Trust, Trustees of the	USA
<b>Stylized V Logo (Old)</b>	38	long distance telecommunications services	74346912	8-Jan-93	1791922	7-Sep-93	Registered	VarTec Telecom, Inc.	USA
<b>VARTEC</b>	38	telecommunications services, namely telephone communication and electronic transmission of data and documents via computer terminals	75412825	23-Apr-98	2224413	16-Feb-99	Registered	VarTec Telecom, Inc.	USA
<b>VARTEC TELECOM</b>	38	long distance telecommunications services	74346608	8-Jan-93	1791920	7-Sep-93	Registered	VarTec Telecom, Inc.	USA
<b>ONE CHOICE</b>	38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	75391783	17-Nov-97	2504866	6-Nov-01	Registered	VarTec Telecom, Inc.	USA
<b>ONECHOICE &amp; Design</b>	38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	76243702	19-Apr-01	2520071	18-Dec-01	Registered	VarTec Business Trust, Trustees of the	USA
<b>1 ONE CHOICE Stylized</b>	38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	76243701	19-Apr-01	2515300	4-Dec-01	Registered	VarTec Business Trust, Trustees of the	USA
<b>CLEAR CHOICE COMMUNICATIONS</b>	38	long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	75338790	11-Aug-97	2220202	26-Jan-99	Registered	VarTec Telecom, Inc.	USA
<b>FIVELINE</b>	38	long distance telecommunications services, namely, long distance telephone services and providing telecommunications connections to a global computer network	75103560	13-May-96	2296313	30-Sep-99	Registered	VarTec Telecom, Inc.	USA

REGISTRATION CLASS APPLICANT NAME REG. DATE REG. NO. REG. DATE STATUS REGISTRANT OF REGISTRATION COUNTRY  
 FIVE LINE IN GOD WE TRUST LIBERTY 38 TELECOMMUNICATIONS SERVICES, NAMELY TELEPHONE COMMUNICATION AND ELECTRONIC TRANSMISSION OF DATA AND DOCUMENTS VIA COMPUTER TERMINALS 75823022 14-Oct-99 2440359 3-Apr-01 Registered VarTec Business Trust, Trustees of the USA  
 1999 & Coin Design FINE LINE

10-10-81 1 (discort. for 10-10-297) 38 Telecommunications services, namely telephone communication and electronic transmission of data and documents via computer terminal 75648722 25-Feb-99 2401084 31-Oct-00 Registered VarTec Telecom, Inc. USA


10-10-836 38 Telecommunications services, namely telephone communication and electronic transmission of data and documents via computer terminal 75648723 25-Feb-99 2386640 12-Sep-00 Registered VarTec Telecom, Inc. USA

10-10-818 38 Telecommunications services, namely telephone communication and electronic transmission of data and documents via computer terminal 75648719 25-Feb-99 2386639 12-Sep-00 Registered VarTec Telecom, Inc. USA

STALK & Design  38 Telecommunications services, namely telephone communication and electronic transmission of data and documents via computer terminals 76153699 25-Oct-00 2356055 5-Feb-02 Registered VarTec Business Trust, Trustees of the USA

5TME 38 Telecommunications services, namely telephone communication and electronic transmission of data and documents via computer terminals 75684596 15-Apr-99 2314785 1-Feb-00 Registered VarTec Telecom, Inc. USA

TELEPHONE EXPRESS 38 Telecommunications services, namely, providing long distance telecommunication services; namely, telephone communications and facsimile transmissions 74732222 21-Sep-95 2175944 28-Jul-98 Registered VarTec Business Trust, Trustees of the USA


TELEPHONE EXPRESS & Two Bar Design  38 Telecommunications services; namely, telephone communications 74393646 24-May-93 1863964 22-Nov-94 Registered VarTec Telecom, Inc. USA

VARTEC VARSITY LINE 38 long distance telecommunications services, namely, long distance telephone services and providing access to a computer network via a modem 75168703 19-Sep-96 2128454 13-Jan-98 Registered VarTec Telecom, Inc. USA

V VARTEC VARSITY LINE & Design  38 telecommunications services, namely telephone communication and electronic transmission of data and documents via computer terminals 75549571 8-Sep-98 2259657 6-Jul-99 Registered VarTec Telecom, Inc. USA

LIBERTY LINE 38 Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals 76275721 21-Jun-01 2624332 24-Sep-02 Registered VarTec Business Trust, Trustees of the USA

DIMELINE 38 long distance telecommunication services 74669005 2-May-95 1958128 20-Feb-96 Registered VarTec Telecom, Inc. USA

HELLONLINE Stylized  38 Long distance telecommunications services, namely, long distance telephone services and providing telecommunications connections to a global computer network 76153698 25-Oct-00 2759480 2-Sep-03 Registered Excel Holdings, Inc. USA

PENNY EXPRESS 38 telephone communications services 74384243 29-Apr-93 1823226 22-Feb-94 Registered VarTec Telecom, Inc. USA

CLEAR N' DIRECT 38 Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem 75382309 31-Oct-97 2235396 23-Mar-99 Registered VarTec Telecom, Inc. USA

CLASS	GOODS/SERVICES	APPLICATION	APPROPRIATE	REG. NO.	REGISTRATION	STATUS	REGISTRATION	COUNTRY
			DATE		DATE		ASSIGNMENT	
38	long distance telecommunications services, namely, long distance telephone services and providing access to a computer network via a modem	75042643	5-Jan-96	2085411	5-Aug-97	Registered	VarTee Telecom, Inc.	USA
38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75943229	13-Mar-00	2435194	13-Mar-01	Registered	VarTee Business Trust, Trustees of the	USA
38	long distance debit cards	74346611	8-Jan-93	1932451	7-Sep-95	Registered	VarTee Telecom, Inc.	USA
38	pre-paid long distance telephone communication services	74360515	18-Feb-93	1910799	8-Aug-95	Registered	VarTee Telecom, Inc.	USA
38	prepaid calling card service for use by end users to obtain information or technical support from a business at a pre-established, single destination	74669004	2-May-95	2024606	17-Dec-96	Registered	VarTee Telecom, Inc.	USA
38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	75398170	26-Nov-97	2294697	23-Nov-99	Registered	VarTee Business Trust, Trustees of the	USA
38	long distance telephone services	75124087	24-Jun-96	2092916	2-Sep-97	Registered	VarTee Telecom, Inc.	USA
38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75419502	20-Jan-98	2302734	21-Dec-99	Registered	VarTee Telecom, Inc.	USA
38	long distance telecommunications services for residential applications	74346607	8-Jan-93	1791921	7-Sep-93	Registered	VarTee Telecom, Inc.	USA
38	long distance telecommunications services for business applications	75653443	4-Mar-99	2401086	31-Oct-00	Registered	VarTee Telecom, Inc.	USA
38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75648718	25-Feb-99	2401083	31-Oct-00	Registered	VarTee Telecom, Inc.	USA
38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75653779	4-Mar-99	2329099	14-Mar-00	Registered	VarTee Telecom, Inc.	USA
38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75471087	17-Apr-98	2449543	8-May-01	Registered	VarTee Telecom, Inc.	USA
38	paging services	75269879	13-Mar-97	2225023	23-Feb-99	Registered	VarTee Telecom, Inc.	USA
38	telecommunications services, namely, long distance telephone services for others	75188081	21-Oct-96	2491002	18-Sep-01	Registered	VarTee Telecom, Inc.	USA
38	long distance telecommunications services, namely, long distance telephone services and electronic transmission of data and documents via computer terminals	75304527	6-Jun-97	2171278	7-Jul-98	Registered	VarTee Telecom, Inc.	USA

CLASS	GOODS/SERVICES	APPLICATION	ABSTRACT	REG. NO.	ISSUE DATE	STATUS	REGISTRAR OR ASSIGNED	COUNTRY
38	VARTEC LOYALTY PAGER	75274070	14-Apr-97	2139155	24-Feb-98	Registered	VarTec Telecom, Inc.	USA
38	VARTEC SIGNATURE SERIES	75106107	17-May-96	2092852	2-Sept-97	Registered	VarTec Telecom, Inc.	USA
41	SEND-A-SONG	74444056	5-Oct-93	1847925	2-Aug-94	Registered	VarTec Interactive, Inc.	USA
38 42	WEB AMERICA NETWORKS (LIVE)	75077685	3-Jul-96	2207712	1-Dec-98	Registered	Web America Networks, Inc.	USA
	GETFREE, GET FREE - claimed as service mark in current usage in connection with prepaid wireless service							

**EXCEL TELECOMMUNICATIONS - US REGISTERED TRADEMARKS (ISSUED BY THE UNITED STATES PATENT AND TRADEMARK OFFICE)**

38	EXCEL	74078784	16-Jul-90	1648364	18-Jun-91	Registered	Excel Holdings, Inc.	USA
38	DIME DEAL	75302012	28-May-97	2215397	29-Dec-98	Registered	Excel Holdings, Inc.	USA
38	EXCEL ECARD	78028964	4-Oct-00	2849104	6/1/2004	Registered	Excel Holdings, Inc.	USA
38	EXCEL'S SIMPLY 7	75569626	13-Oct-98	2365269	4-Jul-00	Registered	Excel Holdings, Inc.	USA
38	EXCELWORKS	75427935	3-Feb-98	2355866	6-Jun-00	Registered	Excel Holdings, Inc.	USA
38	TELWORKS	75427937	3-Feb-98	2358249	13-Jun-00	Registered	Excel Holdings, Inc.	USA
38	WORLDRATE	75358175	16-Sep-97	2250455	1-Jun-99	Registered	Excel Holdings, Inc.	USA
38	WORLDRATE ONE	75358178	16-Sep-97	2257936	29-Jun-99	Registered	Excel Holdings, Inc.	USA
38 36	EMERTUS	78035613	16-Nov-00	2744810	29-Jul-03	Registered	eMertus Communications, Inc.	USA
36 38	EMERTUS COMMUNICATIONS	78035615	16-Nov-00	2772549	7-Oct-03	Registered	VarTec Business Trust, Trustees of the	USA

TRADEMARK CLASSIFICATION APPLICATION APPEALS REG. HEADLINE STATUS REGISTRANT ASSIGNMENT COUNTRY

CLASS	GOODS/SERVICES	APPLICATION	APPEALS	REG.	HEADLINE	STATUS	REGISTRANT	ASSIGNMENT	COUNTRY
E Design (EXCEL)(disc)	services, providing frame relay connectivity services for data transfer and providing mail pocket knives	75642132	17-Feb-99	2321416	22-Feb-00	Registered	Excel Holdings, Inc.	USA	
E Design (EXCEL)(disc)	automobile windshield sunshades	75642385	17-Feb-99	2326140	7-Mar-00	Registered	Excel Holdings, Inc.	USA	
E Design (EXCEL)(disc)	pre-recorded cassette tapes featuring sales training information; pre-recorded video cassettes featuring sales training information; photographic slide transparencies, mouse pads, magnets; satellite dishes; satellite receivers; and telephone line detanglers	75642384	17-Feb-99	2324048	29-Feb-00	Registered	Excel Holdings, Inc.	USA	
E Design (EXCEL)(disc)	watches and jewelry pins	75642134	17-Feb-99	2321417	22-Feb-00	Registered	Excel Holdings, Inc.	USA	
E Design (EXCEL)(disc)	plastic transparencies; printed matter, namely, sales training kits comprised of brochures describing telecommunication services and selling telecommunication services as an independent representative and workbooks for training and use in selling*****	75642135	17-Feb-99	2338064	4-Apr-00	Registered	Excel Holdings, Inc.	USA	
E Design (EXCEL)(disc)	plastic wallets, all purpose sports bags, duffel bags, suitcases, luggage tags, leather business card cases, and fanny packs	75642136	17-Feb-99	2324040	29-Feb-00	Registered	Excel Holdings, Inc.	USA	
E Design (EXCEL)(disc)	coffee mugs, thermal insulated travel mugs, portable coolers, plastic cups and beverage sports bottles sold empty	75642137	17-Feb-99	2321418	22-Feb-00	Registered	Excel Holdings, Inc.	USA	
E Design (EXCEL)(disc)	clothing, namely t-shirts, shirts, shorts, sweaters and caps	75642138	17-Feb-99	2321419	22-Feb-00	Registered	Excel Holdings, Inc.	USA	
E Design (EXCEL)(disc)	balloons, golf ball holders, golf tees, divot repair kits, golf ball markers and golf balls	75642139	17-Feb-99	2326134	7-Mar-00	Registered	Excel Holdings, Inc.	USA	
E Design (EXCEL)(disc)	license plate holders	75642148	17-Feb-99	2324041	29-Feb-00	Registered	Excel Holdings, Inc.	USA	
EXCEL	license plate frames sold directly to independent representatives [of * for * telecommunication services	75327667	21-Jul-97	2327576	14-Mar-00	Registered	Excel Holdings, Inc.	USA	
EXCEL	coffee mugs, thermal insulated travel mugs, portable coolers, plastic cups and beverage sports bottles sold empty or offered empty as promotional goods for telecommunication services	75327629	21-Jul-97	2726133	17-Apr-03	Registered	Excel Holdings, Inc.	USA	
EXCEL	pre-recorded audio sales training cassette tapes, pre-recorded sales training videotapes, and photographic business presentation slide transparencies and overhead transparencies relating to the selling of telecommunication services, computer access*****	75327861	21-Jul-97	2244260	11-May-99	Registered	Excel Holdings, Inc.	USA	
EXCEL	pocket knives	75327668	21-Jul-97	2193556	6-Oct-98	Registered	Excel Holdings, Inc.	USA	

CLASS	GOODS/SERVICES	APPLICATION	APPEAR	REG	HEADLINE	STATUS	ASSIGNEE	COUNTRY
EXCEL	28 balloons	75327664	21-Jul-97	2217069	12-Jan-99	Registered	Excel Holdings, Inc.	USA
EXCEL	14 watches & jewelry pins	75327632	21-Jul-97	2195387	13-Oct-98	Registered	Excel Holdings, Inc.	USA
EXCEL	16 printed matter, namely, sales training kits comprised of brochures describing telecommunication services and selling telecommunications services as an independent representative and workbooks for training and use in selling services***** interior foldable, accordion automobile sun shield	75327631	21-Jul-97	2337051	4-Apr-00	Registered	Excel Holdings, Inc.	USA
EXCEL	12 interior foldable, accordion automobile sun shield	75327660	21-Jul-97	2208473	8-Dec-98	Registered	Excel Holdings, Inc.	USA

CLASS	GOODS/SERVICES	APPLICATION	APPEAR	REG	HEADLINE	STATUS	ASSIGNEE	COUNTRY
EXCEL CONNECTIONS*	35 promotion of travel services	75118460	13-Jun-96	2179089	4-Aug-98	Registered	Excel Holdings, Inc.	USA
EXCELLEBRATION	41 organizing and conducting an annual national awards program and meeting recognizing outstanding independent marketing and sales representatives; educational services, namely workshops and seminars in the field of marketing and sales promoting public awareness of the need for exercising rights in connection with a change in telecommunications carriers	75384603	4-Nov-97	2251063	8-Jun-99	Registered	Excel Holdings, Inc.	USA
LET'S SLAM THE DOOR ON SLAMMING	42 promoting public awareness of the need for exercising rights in connection with a change in telecommunications carriers	75446499	3-Feb-98	2284074	6-Jun-00	Registered	Excel Holdings, Inc.	USA

CLASS	GOODS/SERVICES	APPLICATION	APPEAR	REG	HEADLINE	STATUS	ASSIGNEE	COUNTRY
DIAL & SAVE Telephone Design	38 telecommunications services, namely, providing long distance telephone services at discounted prices	74463569	29-Nov-93	1895344	23-May-95	Registered	Telco Communications Group, Inc.	USA
DIAL & SAVE	38 telecommunications services, namely providing long distance telephone services at discounted prices	74607905	7-Dec-94	2441700	10-Apr-01	Registered	Telco Communications Group, Inc.	USA
DIAL & SAVE Rectangular Design	38 telecommunications services, namely providing long distance telephone services at discounted prices	74607906	7-Dec-94	2356418	13-Jun-00	Registered	Telco Communications Group, Inc.	USA
PRIME BUSINESS COMMUNICATIONS	38 telecommunications, namely, providing long distance and local telephone services	75396183	25-Nov-97	2284612	12-Oct-99	Registered	Telco Communications Group, Inc.	USA
PRIME BUSINESS COMMUNICATIONS, INC. & Design	38 telecommunications, namely providing long distance and local telephone services	75457153	25-Mar-98	2277533	14-Sep-99	Registered	Telco Communications Group, Inc.	USA

HEADLINE	CLASS	GOODS/SERVICES	APPLICATION	ABRIDGES	REG.	RECORD	STATUS	REGISTERED	COUNTRY
PRIME BUSINESS COMMUNICATIONS, INC. & Design	16, 18, 21, 25, 28	pens, pen or pencil holders; printed booklets and workbooks in the field of telecommunications; 8 1/2" bags; mugs; clothing, namely, shirts and caps; golf balls	75193866	25-Nov-98	234034	11-Apr-00	Registered	Telco Communications Group, Inc.	USA
PRIME BUSINESS SELECT & Design	38	long distance telephone services	75193866	12-Nov-96	2276994	14-Sep-99	Registered	Telco Communications Group, Inc.	USA
PRIME BUSINESS SELECT II & Design	38	telecommunication services, namely, providing long distance telephone services	75193867	12-Nov-96	2276995	14-Sep-99	Registered	Telco Communications Group, Inc.	USA
LONG DISTANCE WHOLESALE CLUB	38	telecommunication services, namely, providing long distance telephone services at discount prices	75134701	10-Jul-96	2170716	7-Jul-98	Registered	Telco Communications Group, Inc.	USA
10297	38	long distance telephone communication services	74547642	11-Jul-94	1916838	5-Sep-95	Registered	Telco Communications Group, Inc.	USA
10297 LONG DISTANCE WHOLESALE CLUB & Design	38	telecommunications services, namely, providing long distance telephone services at discount prices	75134702	10-Jul-96	2170717	7-Jul-98	Registered	Telco Communications Group, Inc.	USA



PATENTS PENDING OR ISSUED

OWNER/ASSIGNEE	FOR/INVENTION	SERIAL/APP. NO.	DATE FILED	STATUS	PATENT REG. NO.	COUNTRY
Excelcom, Inc.	Order Entry System for Changing Communications Service	09/245,786	2/5/1999	Patent Issued - 07/04/2000	6,086,171	USA
Excel Communications, Inc.	Order Entry System for Changing Communications Service	PCT App. No. US02598 W/O0046691 (A2) W/O0046691 (A3) US8085171 (A1) GB2363651 (A) CA2381444 (A1) W/O0046691 (A2) AU3479800 (A)	8/10/2000	Did not enter European phase; refused in UK; pending in Canada		PCT International Application
Excel Communications, Inc.	Order Entry System for Changing Communications Service	CA2381444	8/31/2001	Application pending; minor examiner objections to claims; annuity paid 02/2005	N/A	CANADA
Excel Communications, Inc.	Order Entry System for Changing Communications Service	121451.9; GB2363651	1/22/2000	Refused twice; withdrawn	N/A	UK
Excelcom, Inc.	System, Method and Apparatus for Monitoring and Analyzing Traffic Data from Manual Reporting Switches	09/347,249	7/2/1999	Patent Issued - 10/21/2003	6,636,486	USA
Excelcom, Inc.	Promotion System and Method/Network Marketing Organization Promotion System	09/860,407	6/18/2001	Appeal from final rejection filed by counsel 06/15/2004; examiner response filed 09/10/2004 opening rejection should be sustained	N/A	USA

PATENTS PENDING OR ISSUED

<u>OWNER/ASSIGNEE</u>	<u>FOR/INVENTION</u>	<u>SERIAL/APP. NO.</u>	<u>DATE FILED</u>	<u>STATUS</u>	<u>PATENT REG. NO.</u>	<u>COUNTRY</u>
Excelcom, Inc.	Promotion System and Method	W/OO2095530 A2 - 2003-11-28 W/OO2095530 A3 - 2003-11-06 W/OO2095530 B1 - 2004-05-27 US0215082W 20020514; Priority - US20010580407 20010518	11/28/2002		N/A	International

Information is believed to be accurate but no representations or warranties are made with respect thereto.

Dallas 1129422v.1

TRADEMARK

RECORDED: 01/04/2007

REEL: 003456 FRAME: 0253