

05-28-1998



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TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

05/27/1998 DCOATES 00000178 1702055

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
75.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 1730 FRAME: 0571

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1702055"/>	<input type="text" value="2026471"/>	<input type="text"/>
<input type="text" value="1568724"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1567461"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

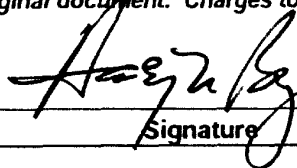
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

HARVEY M. BERG



5/19/98

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

This Assignment, dated as of July 31, 1997, is from Electronic Data Systems Corporation, a Delaware corporation ("Assignor"), to nTeleCom Holdings, Inc., a Delaware corporation ("Assignee").

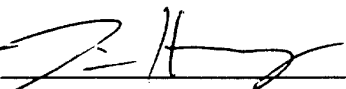
WITNESSETH

WHEREAS, Assignor has adopted and is using the marks listed on Exhibit A attached hereto which are registered in the United States Patent and Trademark Office under the registration numbers listed on Exhibit A attached hereto dated as set forth in Exhibit A attached hereto; and

WHEREAS, Assignee desires to acquire the marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the marks, together with the goodwill of the business symbolized by the marks, and the above-identified registration of the marks.

ASSIGNOR

By: 
Title: Authorized Representative

ASSIGNEE

By: 
Title: President

EXHIBIT "A"

Mark	Registration No.	Issue Date
OAN & Design	1,568,724	11/28/89
OAN OPERATOR ASSISTANCE NETWORK & Design	1,567,461	11/21/89
OAN & Design	1,702,055	07/21/92
PROACT	2,026,471	12/31/96