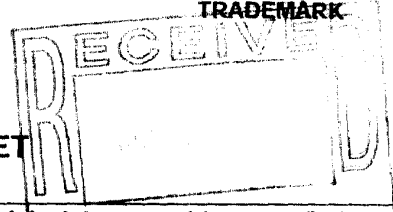


07-13-1998



100761877



MRD 6-22-98

**RECORDATION FORM COVER SHEET
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 Release from Security Interest
- Effective Date
Month Day Year
6/15/1998

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

07/10/1998 TTON11 00000266 022555 2:48271 FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 25.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheets information to
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
REEL: 1751 FRAME: 0796

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" value="2,148,271"/>	<input type="text" value="2,063,384"/>	<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"/>	<input type="text"/>	<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.)

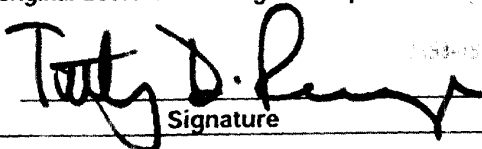
Deposit Account Number: #

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.

Timothy D. Pecsénye
Name of Person Signing


Signature

6-17-98
Date Signed

Additional Receiving Parties

TLSP Investments, Inc.
443 South Gulph Road
King of Prussia, Pennsylvania 19406
(A Delaware Corporation)

TLSP Trademarks, Inc.
443 South Gulph Road
King of Prussia, Pennsylvania 19406
(A Delaware Corporation)

RELEASE OF SECURITY INTEREST IN TRADEMARKS

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **MELLON BANK, N.A., as Agent** ("Secured Party"), with an office located at 1735 Market Street, Philadelphia, Pennsylvania 19103, does hereby terminate and release its security interest in and to the trademarks (including any registration thereof) which are specifically set forth on the attached Schedule A, which were originally granted, transferred, assigned and conveyed as a security interest by that certain Intellectual Property Security Agreement, dated January 24, 1997, executed by **TELESPECTRUM WORLDWIDE INC., TLSP INVESTMENTS, INC., and TLSP TRADEMARKS, INC.** (collectively, the "Borrowers"), each with an office at 443 South Gulph Road, King of Prussia, Pennsylvania 19406, which was recorded with the United States Patent and Trademark Office.

Dated: June 15, 1998

SECURED PARTY:

Mellon Bank, N.A., as Agent

By: W. Anthony Watson
Name: W. ANTHONY WATSON
Title: VICE PRESIDENT

SCHEDULE A

<u>Trademark/Copyright</u>	<u>Registration No.</u>	<u>Country</u>	<u>Filing Date</u>
TELESPECTRUM	2,148,271	USA	3/31/98
TELESPECTRUM	2,063,384	USA	5/20/97

CORPORATE ACKNOWLEDGEMENT

UNITED STATES OF AMERICA :
COMMONWEALTH OF PENNSYLVANIA : SS
COUNTY OF PHILADELPHIA :

On this 15th day of June, 1998, W. Anthony Watson personally appeared before me and being duly sworn, declared that he is the Vice President of Mellon Bank, N.A., that he signed the foregoing Release of Security Interest in Trademarks in the capacity designated, and that he has read the Release of Security Interest in Trademarks, and the statements contained therein are true.

Ellen A. Bross
Notary Public

My Commission Expires: 9/25/01

Notarial Seal
Ellen A. Bross, Notary Public
Plymouth Twp., Montgomery County
My Commission Expires Sept. 25, 2001
Member, Pennsylvania Association of Notaries

RECEIVED IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPLICANT: Telespectrum worldwide Inc.

SERVICE MARK: TELESPECTRUM

REG. NOS.: 2,148,271 and 2,063,384

DATE: June 15, 1998

FEE: \$65.00

DOCUMENT(S) FILED:

- [] APPLICATION FOR REGISTRATION (ITU)
- [] AMENDMENT
- [] SPECIMENS/FACSIMILE
- [] DRAWING (substitute)
- [] POWER OF ATTORNEY
- [] AFFIDAVIT(S)
- [] ASSIGNMENT
- [] EXTENSION OF TIME REQUEST

- [] AFFIDAVIT - SECTION 8
- [] AFFIDAVIT - SECTION 15
- [] AFFIDAVIT - SECTION 12(c)
- [] APPLICATION FOR RENEWAL
- [] NOTICE OF OPPOSITION
- [] STATEMENT OF USE
- [] RESPONSE TO OFFICE ACTION
- [] [XXX] RELEASE OF SECURITY INTEREST

COMMENTS:

TRADEMARK

REEL: 1751 FRAME: 0802

RECORDED: 06/22/1998