

11-25-1998

FORM PTO-1594 (Rev. 6-93)

11-24-98 REC



SHEET 1 MRS U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

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11/24/98

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

1. Name of conveying party(ies):
 CBS Corporation
 11 Stanwix Street
 Westinghouse Bldg., Gateway Center
 Pittsburgh, PA 15222

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Pennsylvania
 Other _____

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

2. Name and address of receiving party(ies)
 Name: RSL COM U.S.A., Inc.
 Internal Address: _____
 Street Address: 430 Park Avenue, 5th Floor
 City: New York State: NY ZIP: 10022

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

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 conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 14, 1998

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

A. Trademark Application No.(s)
75/118,044
75/267,096
75/267,097
75/289,016

B. Trademark Registration No.(s)
2,030,872
2,034,475
2,170,357

Additional numbers attached? Yes No

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

Name: RSL COM U.S.A., Inc.
 Internal Address: c/o Richard S. Nelson, Esq.

 Street Address: 430 Park Avenue
5th Floor
 City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed
 Authorized to be charged to deposit account

B. Deposit account number: _____

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

11/27/1998 DNGUYEN 00000012 2030072

01 FC:481 40.00 DP
 02 FC:482 150.00 DP

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.

Richard S. Nelson Richard S. Nelson November 23, 1998
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 12

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231


CERTIFICATE

I, Stephen Steiner, the Chief Operating Officer of RSL COM U.S.A., Inc., a Delaware corporation ("RSL COM"), do hereby certify and represent that:

Attached hereto is a copy of an Assignment of Trademarks, Service Marks, and Trademark and Service Mark Applications which was entered into by and between CBS Corporation, as assignor, and RSL COM, as assignee, on the 14th day of July, 1998 in connection with the acquisition of the Westinghouse Communications Division of CBS Corporation by RSL COM.

IN WITNESS WHEREOF, this Certificate has been executed as of the 23rd day of November, 1998.

RSL COM U.S.A., INC.

By: 
Name: Stephen Steiner
Title: Chief Operating Officer

ASSIGNMENT OF TRADEMARKS, SERVICE MARKS
AND
TRADEMARK AND SERVICE MARK APPLICATIONS

WHEREAS, CBS Corporation, a Pennsylvania corporation (hereinafter called "CBS"),
RSL COM U.S.A., Inc., a Delaware corporation (hereinafter called "RSL"), have
entered into an Asset Purchase Agreement, dated as of April 23, 1998; and

WHEREAS, pursuant to the referenced Asset Purchase Agreement, CBS has agreed
to assign to RSL all of CBS's right, title and interest in, to and under the marks and
registration applications identified on the attached Appendix A; and

WHEREAS, the marks and registration applications listed on Appendix A were
originally owned by Westinghouse Electric Corporation and on December 1, 1997,
Westinghouse Electric Corporation changed its name to CBS Corporation as shown
on the certified copy of such name change attached as Appendix B.

NOW, THEREFORE, in consideration of payment by RSL to CBS under the Asset
Purchase Agreement, and other good and valuable consideration, the receipt of
which is hereby acknowledged, CBS, in accordance with the terms of the Asset
Purchase Agreement has sold, assigned, transferred and conveyed, and does
hereby sell, assign, transfer and convey to RSL, its successors and assigns, all
CBS right, title and interest to the marks and registration applications set forth on
Appendix A, together with and the goodwill of the business with which such marks
were used or registered, and together with any and all claims, demands or rights of
action which it has or might have by reason of any infringement of the marks prior
to the date of this Assignment, together with the right to prosecute such claims,
and to retain any recovery obtained by RSL.

IN WITNESS WHEREOF, CBS expressly intending to be legally bound thereby, has caused this Assignment to be duly executed hereto this 14 day of July 1998.

CBS CORPORATION
(Assignor)

By: [Signature]
Name: Claudia E. Morf
Title: Vice President & Treasurer

State of Pennsylvania

County of Allegheny

On July 14, 1998 before me, Rita M. Ambrozic
Date Name

personally appeared Claudia E. Morf
Name of Signer

personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument and acknowledged to me that he/she executed the same in his/her authority capacity, and that by his/her signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
Signature of Notary Public

(Seal)

Notarial Seal
Rita M. Ambrozic, Notary Public
Pittsburgh, Allegheny County
My Commission Expires July 19, 1999
Member, Pennsylvania Association of Notaries

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IN WITNESS WHEREOF, the parties hereto have signed this Agreement
as of the date first written above.

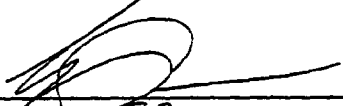
CBS CORPORATION

By: _____

Name:

Title:

RSL COM U.S.A., INC.

By:  _____

Name: *Edward J. Thomas*

Title: *President and CEO*

APPENDIX A

REGISTERED MARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Date</u>
ALL ANALYSIS SPECTRUM	2,030,872	Jan. 14, 1997
MENTSABILITY	2,034,475	Jan. 28, 1997

REGISTRATION APPLICATIONS

<u>Mark</u>	<u>Application No.</u>
AILPRO PLUS	75/118,044
ALU-BILL	75/210,062
TM	75/267,096
EL TRANSFER MODE	75/267,097
ENTSATIONAL SAVINGS	75/289,016

PENDIX B

(Certified Copy of Name Change Document)

0014NY Doc#69827v2

0771-1545

73547

CONSENT TO USE OF SIMILAR NAME
DSCR:17.3 (Rev 98)

Pursuant to 19 Pa. Code § 17.3 (relating to use of a confusingly similar name) the undersigned association, desiring to consent to the use by another association of a name which is confusingly similar to its name, hereby certifies that:

1. The name of the association executing this Consent to Use of Similar Name is: CBS Inc.

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>Number and Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<u>County</u>
(b) c/o:	<u>The Prentice-Hall Corporation System, Inc.</u>			<u>New York</u>	
	<u>Name of Commercial Registered Office Provider</u>			<u>County</u>	

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The date of its incorporation or other organization is: January 27, 1927

4. The statute under which it was incorporated or otherwise organized is: Business Corporation Law of the State of New York

5. The association(s) entitled to the benefit of this Consent to Use of Similar Name is (are):
Westinghouse Electric Corporation which intends to change its name to CBS Corporation

6. A check in this box: indicates that the association executing this Consent to Use of Similar Name is the parent or prime affiliate of a group of associations using the same name with geographic or other designations, and that such associations is authorized to and does hereby act on behalf of all such affiliated associations, including the following (see 19 Pa. Code § 17.3 (c) (6)):

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 18th day of November, 1997.

CBS Inc.
(Name of Association)

BY: [Signature]
(Signature) Yvonia E. Mort

TITLE: Vice President and Treasurer

(PA. - GS - 10/1/92)

TRADEMARK

9764-1544

NOV 18 1997

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 0326973

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1913 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Westinghouse Electric Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the country of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) CT Corporation System Pittsburgh
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Special Act of the General Assembly approved April 9, 1872

4. The date of its incorporation is: April 9, 1872

5. (Check, and if appropriate complete, one of the following):

____ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on December 1, 1997 at 12:01 AM
Date Hour

6. (Check one of the following):

____ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

____ The amendment adopted by the corporation, set forth in full, is as follows:

PA DEPT. OF STATE

NOV 18 1997

PA-1427-103992

9784-1545

DSCR: 15-1915 (Rev 98)-2

X The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

B. The revised Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 18th day of November, 19 97.

Westinghouse Electric Corporation

(Name of Corporation)

BY: Angeline Straka
Angeline C. Straka (Signature)

TITLE: Vice President, Secretary and Associate General Counsel

(PA. - 1407)

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TRADEMARK

9784-1546

EXHIBIT A

RESOLVED, that Article FIRST of the Restated Articles of Incorporation of the Company is hereby amended and restated in its entirety to read as follows: The name of the corporation (hereinafter called the "Company") is CBS Corporation.



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 06, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

CBS CORPORATION

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

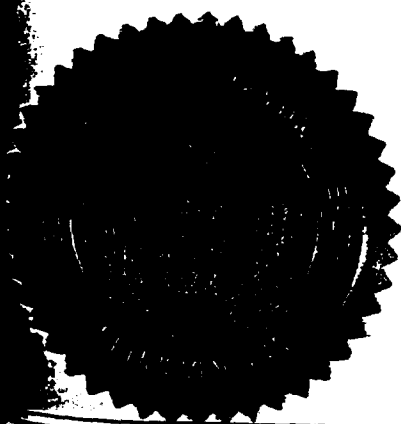
which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Yvette Kane

Secretary of the Commonwealth

SSCH



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TRADEMARK

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RECORDED: 1/7/98