

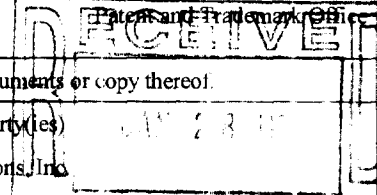
02-01-1999

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

REC



U.S. DEPARTMENT OF COMMERCE



To the Honorable Commissioner of Patents

100954153

al documents or copy thereof.

1. Name of conveying party(ies):

Atlantic Telenetwork, Inc.

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other:
- Association
- Limited Partnership

Handwritten: KUL
- 2800

2. Name and address of receiving party(ies)

Name: U.S. South Communications, Inc.

Street Address: 3200 Windy Hill Road
Suite 1100-W
Atlanta, Georgia 30339

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Georgia
- 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
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: December 11, 1998

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

A. Trademark application No (s)

none

B. Trademark Registration No.(s)

2,074,680

Additional numbers attached? Yes No

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

Dan R. Gresham
Thomas, Kayden, Horstemeyer & Risley, L.L.P.
100 Galleria Parkway, Suite 1500
Atlanta Georgia 30339
770-93-9500

6. Total number of applications/registrations involved: [one]

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number:

20-0778
(Attach duplicate copy of this page if paying by Deposit Account)

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.

Dan R. Gresham

Typed Name

Handwritten Signature: Dan R. Gresham

Signature

Handwritten Date: 1-26-99

Date

Docket #: 50902-7030

Total number of pages including cover sheet, attachments, and document: [3]

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

01/29/1999 TTON11 00000112 2074680

01 FC:481

40.00 00

TRADEMARK
REEL: 1846 FRAME: 0150

ASSIGNMENT

WHEREAS, ATLANTIC TELENETWORK, INC., a corporation organized and existing under the laws of the State of Delaware and having a principal office and place of business at Estate Havensight, St. Thomas, VI 00802 (hereinafter referred to as "ASSIGNOR") ^{through its predecessor's JSG interest} has adopted and is using the mark "DIAL-4-LESS" as a trademark/service mark for certain telephone services; and

WHEREAS, said ASSIGNOR is the owner of the following trademark/service mark registration, which registration was obtained by Joseph Stevens Group, Inc. and assigned by Joseph Stevens Group, Inc. to JSG, LLC, and thereafter assigned by JSG, LLC to ASSIGNOR:

United States Patent and Trademark Office

Registration No.: 2,074,680

Registered: June 24, 1997

For: "DIAL-4-LESS"

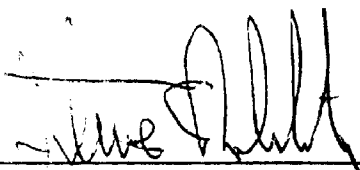
and;

WHEREAS, U.S. SOUTH COMMUNICATIONS, INC., a corporation organized and existing under the laws of the State of Georgia and having its principal office and place of business at 3200 Windy Hill Road, Suite 1100-W, Atlanta, Georgia 30339 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring Registration No. 2,074,680, as well as any other right title or interest that ASSIGNOR may have in and to the trademark/service mark "DIAL-4-LESS" together with the goodwill of the business with which said trademark/service mark is used by ASSIGNOR and which is symbolized by said mark and any and all registrations and applications for registration of said mark;

NOW, THEREFORE, to all whom it may concern, be it known that for and in consideration of the sum of TEN DOLLARS and 00/100 (\$10.00) and other good and valuable

consideration, the receipt and sufficiency of which is hereby acknowledged by said ASSIGNOR, said ASSIGNOR by these presents, sells, transfers, conveys and assigns to said ASSIGNEE, its representatives, successors and assigns, the entire right, title and interest in and to said trademark service mark, all registrations and applications for registrations of said trademark service mark, including that specifically hereinbefore identified, the right to recover for past infringement of said trademark/service mark, and the good will of the business in connection with which said trademark/service mark is used and which is symbolized by said trademark service mark.

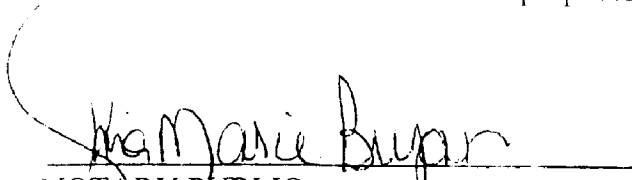
IN WITNESS WHEREOF, ASSIGNOR has executed this instrument this day of 11th day of December 1998.



ATLANTIC TELENETWORKS, INC.
By: Steve Rohrlack
Title: Vice President
Corporate Seal

Territory of the Virgin Islands
STATE OF _____
COUNTY OF St. Thomas + St. John ss.

On this 11th day of December 1998 before me personally appeared Steve Rohrlack personally known to me as the individual who executed the foregoing instrument who acknowledged to me that the same was executed by him in his capacity as Vice President of ATLANTIC TELENETWORKS, INC. of his own free will for the purposes therein set forth.



NOTARY PUBLIC
Gina Marie Bryan
My commission expires 6/1/2001
NP-69-97