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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of F

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

NATIONSBANK CORPORATION

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

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

2. Name and address of receiving party(ies):

Name: LCI INTERNATIONAL TELECOM CORP.

Internal Address:

Street Address: 8180 Greensboro Dr., Ste. 800.

City: McLean State: VA ZIP: 22102

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

01-26-1999

U.S. Patent & TMO/ TM Mail Rpt Dt. #47

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: February 11, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,080,435

Additional numbers attached? Yes No

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

Name: Nelson Blitz, Esquire
Leslye S. Fenton, Attorney

Internal Address: ODIN, FELDMAN & PITTLEMAN, P.C.

Street Address: 9302 Lee Highway
Ste. 1100

City: Fairfax State: VA ZIP: 22031

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

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8. Deposit account number:

(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.

Leslye S. Fenton
Name of Person Signing

Leslye S. Fenton
Signature

March 25, 1998
Date

Total number of pages comprising cover sheet: 1

**ASSIGNMENT
OF
UNITED STATES SERVICE MARK**

WHEREAS, NATIONSBANK CORPORATION, a North Carolina corporation, having a principal place of business at NationsBank Corporate Center, Charlotte, North Carolina, 28225 (hereinafter referred to as "ASSIGNOR"), is the record owner of the entire right, title and interest in and to the following service mark and the corresponding United States Service Mark Registration therefor:

<i>Service Mark:</i>	<u>WORLDCARD & DESIGN</u>
<i>Registration No.:</i>	2,080,435
<i>Registration Date:</i>	July 22, 1997

WHEREAS, LCI International Telecom Corp., a Delaware corporation having a principal place of business at 8180 Greensboro Drive, Suite 800, McLean, Virginia, 22102 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the above-identified service mark and the corresponding United States Service Mark Registration therefor.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00), and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign, transfer and sell unto said ASSIGNEE the entire right, title and interest in and to the above-identified service mark and the corresponding United States Service Mark Registration therefor, together with the goodwill of the business appurtenant to and symbolized by said service mark, and all rights of action against third parties for past infringement thereof, the same to be held and enjoyed by said ASSIGNEE as fully and entirely as the same would have been held by ASSIGNOR had this transfer, assignment and sale not been made.

