

APPENDIX 1 ASSIGNED MARKS

<i>Mark</i>	<i>Filing Date</i>	<i>Serial Number</i>	<i>Reg. No</i>	<i>Reg. Date</i>
ACCESS NEW YORK	19-Sep-94	74575251	1929629	24-Oct-95
CERFNET	21-Dec-90	74126307	1714191	08-Sep-92
INTELLIPRIME	11-Jul-96	75132598		
IXC GATEWAY SERVICE	17-Jan-96	75227358		
OMILAN	01-Aug-96	75143598	2164561	09-Jun-98
OMNISTREAM	01-Aug-96	75143596	2177336	28-Jul-98
OMNIWAVE	10-Oct-96	75179924	2126374	30-Dec-97
OMNIEXPRESS	19-Oct-94	74587507	2074212	24-Jun-97
PREPRIME	11-Jul-96	75132650		
PRIME-FB	22-Aug-96	75154453		
PRIME-LX	22-Aug-96	75154455		
PRIME-MB	22-Aug-96	75154458		
PRIME56	11-Jul-96	75132652		
PRIMEASSIST	11-Jul-96	75132590		
PRIMECARD	08-Jul-96	75132501		
PRIMECONFERENCE	11-Jul-96	75132651		
PRIMECONNECT	22-Aug-96	75164680		
PRIME DIRECT	22-Aug-96	75154450		
PRIMEINFO	11-Jul-96	75132500		
PRIMELAN	11-Jul-96	75132523		
PRIMELINK	23-May-96	75108554		
PRIMEMAIL	11-Jul-96	75132591		

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PRIME8X	11-Jul-96	75132521		
PRIMEONE	23-May-96	75108555		
PRIMEPATH	22-Aug-96	75154457		
PRIMEPIX	11-Jul-96	75132589		
PRIMEPLEX	23-May-96	75108509		
PRIMEPLUS	11-Jul-96	75132522		
PRIMEREACH	22-Aug-96	75154456		
PRIMEROUTE	22-Aug-96	75154452		
PRIMESPEED	11-Jul-96	75132524		
PRIMESTREAM	11-Jul-96	75132480		
PRIMETEXT	11-Jul-96	75132520		
PRIMETRUNK	23-May-96	75108550		
PRIMEVOICE	22-Aug-96	75154451		
PRIMEXPRESS	11-Jul-96	75132699		
TCG	22-Oct-90	74107572	1680610	24-Mar-92
TCG & DESIGN	28-Oct-93	7453686	1971659	30-Apr-96
TCG CENTREX	13-Aug-93	74425755	1946000	02-Jan-96
TCG CERFNET	23-Oct-97	75377988		
TCG TELEPORT COMMUNICATIONS GROUP	26-Aug-92	74308258	1844759	12-Jul-94
TCG U.S.A.	15-May-96	75104608	2151299	14-Apr-98
TELEXPRESS	26-Aug-92	74308251	1771878	18-May-93
THE OTHER LOCAL PHONE COMPANY	19-Jul-94	74575723	2019670	26-Nov-93

**TRADEMARK AND SERVICE MARK ASSIGNMENT
(TELEPORT COMMUNICATIONS GROUP, INC. to AT&T CORP.)**

THIS TRADEMARK AND SERVICE MARK ASSIGNMENT, effective as of January 1, 1999, is made between AT&T Corp., a New York corporation duly organized and existing under the laws of the State of New York, having an office at 32 Avenue of the Americas, New York, New York 10013-2412, United States of America (hereinafter referred to as the "Assignee") and Teleport Communications Group, Inc., a corporation duly organized and existing under the laws of the Delaware, having an office at One Teleport Drive, Staten Island, NY 10311 (hereinafter referred to as "the Assignor").

W I T N E S S E T H

WHEREAS, the Assignor has registered or applied to register in certain countries throughout the world certain trademarks and service marks set forth in Appendix 1 annexed hereto, including without limitation, the registrations and applications set forth in Appendix 1 (hereinafter referred to as the "Assigned Marks"); and

WHEREAS, the Assignor, a wholly owned subsidiary of Assignee, wishes to transfer and assign to the Assignee, and the Assignee wishes to acquire from the Assignor, all of the Assignor's rights, title and interest in and to the Assigned Marks and all of the goodwill associated therewith, as well as all registrations and applications and other rights, including any common law rights, the Assignor may have throughout the world with respect to such Assigned Marks.

NOW, THEREFORE, the Assignor and the Assignee agree as follows:

Effective January 1, 1999, and for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Assignor does hereby assign to the Assignee, as successor to the entire business of Assignor, all of Assignor's rights, title and interest in and to the Assigned Marks, including without limitation, the registrations and applications set forth in Appendix 1, any common law rights in the Assigned Marks, the goodwill of the business relating to the Assigned Marks, and the right to sue for past infringement of the Assigned Marks.

**TRADEMARK AND SERVICE MARK ASSIGNMENT
(TELEPORT COMMUNICATIONS GROUP, INC. to AT&T CORP.)**

Given at Dayton, New Jersey, USA
on January 25, 1999

Teleport Communications Group, Inc.

By: W. Terrell Wingfield, Jr.

Name: W. Terrell Wingfield, Jr.
Title: Vice President and General Counsel

Notarial Certifications

I, a Notary Public, certify that on January 25, 1999 before me personally appeared W. Terrell Wingfield, Jr., to me known to be an authorized signatory of Teleport Communications Group, Inc., and that he executed the foregoing Trademark and Service Mark Assignment Agreement.

I attest:
Signed in:
Dated:

Notary Public "Official Seal"

Signature of Notary Public

Lorraine Byrne

LORRAINE BYRNE
Notary Public of New Jersey
My Commission Expires 4-16-2002