

04-06-1999



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

3-26-99

101002145

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Telemanagement Services, Inc.
4950 Blue Lake Drive
Boca Raton, Florida 33431

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

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

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
Internal Address: One Independence Center NCI-001-15-04
Street Address: 101 North Tryon Street, 15th Floor
City: Charlotte State: North Carolina Zip: 28255

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other National Banking Association

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest In Trademarks
Execution Date: March 12, 1999

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

A. Trademark Application No.(s): N/A

Additional numbers attached? Yes No

B. Trademark Registration No.(s): 1,868,537

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

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.4): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
(Any Deficiency)

8. Deposit account number:
13-4365
(Attach duplicate copy of this form 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.

Mark H. Webbink, Esq. [Signature] 3/22/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Kim Oakley
(Typed or printed name of person signing the certificate)

[Signature]
(Signature of the person signing the certificate)

3-22-99
(Date of Signature)

04/05/1999 DNGUYEN 00000197 1868537
01 FC:481 40.00 CP

SCHEDULE A

TeleManagement Services, Inc.

U.S. Trademarks

Mark	Registration No.	Registration Date
TMS TELEMANAGEMENT SERVICES (stylized)	1,868,537	12/20/94

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 12, 1999 (the "Security Agreement") by and between the Credit Parties party thereto (the "Obligors") and NationsBank, N.A. as agent (the "Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See attached Schedule A.

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

See attached Schedule A.

The Obligors and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

TELEMANAGEMENT SERVICES, INC.
(f/k/a TLM Acquisition Corp.)

By: _____
Name: _____
Title: _____

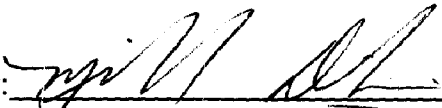
Acknowledged and Accepted:

NATIONSBANK, N.A.
as Agent

By: Maria Manos Reed
Name: Maria Manos Reed
Title: Senior Vice President

Very truly yours,

TELEMANAGEMENT SERVICES, INC.
(f/k/a TLM Acquisition Corp.)

By: 
Name: MICHAEL DINKINS
Title: CFO

Acknowledged and Accepted:

NATIONSBANK, N.A.
as Agent

By: _____
Name: _____
Title: _____