

04-16-1999



101012810

4-12-99

4/12/99

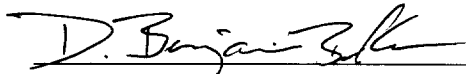
1. Party Conveying the Interest: CMC Manufacturing, Inc., a Delaware corporation ("CMC")
2. Party Receiving the Interest: Cortelco Systems Inc., a Delaware corporation ("CSI")
3. Address of Party Receiving the Interest: 4119 Willow Lake Boulevard
Memphis, Tennessee 38118
4. Title Conveyed: CMC Manufacturing, Inc. transfers, conveys and assigns to Cortelco Systems, Inc. all its right, title and interest in and to the registered trademark listed below, including the right to enforce and prosecute all rights thereunder.
5. Assigned Trademark

<u>Mark</u>	<u>U.S. Reg. No.</u>	<u>Fee</u>
MILLENNIUM	1,858,117	\$40

Any correspondence concerning this assignment and recordation request should be sent to:

D. Benjamin Bullen, Esq.,
 Baker, Donelson, Bearman & Caldwell, P.C.
 165 Madison Avenue, Suite 2000
 Memphis, TN 38103

To the best of my knowledge and belief, the information contained herein is true and correct and all copies submitted herewith are true copies of the original document.



 D. Benjamin Bullen, Esq.

04/15/1999 JSNADAZZ 00000069 1858117
 01 FC:481

40.00 DP

M CAL 452792.1
 782751-050 04/09/99

TRADEMARK
REEL: 1883 FRAME: 0737

ASSIGNMENT OF TRADEMARK

ASSIGNOR, CMC MANUFACTURING, INC., a corporation of Delaware, having a principal place of business at 4950 Patrick Henry Drive, Santa Clara, California, hereby assigns and transfers, effective as of April 8, 1999, to ASSIGNEE, CORTELCO SYSTEMS, INC., a corporation of Delaware, having a principal place of business at 4119 Willow Lake Boulevard, Memphis, Tennessee, and the successors, assigns and legal representatives of the ASSIGNEE, the entire right, title and interest in and to all of the U.S. Trademark No. 1,858,117 registered on October 11, 1994 for the Class 9 mark, MILLENNIUM.

In witness thereof, ASSIGNOR has duly executed this ASSIGNMENT OF TRADEMARK this 8th day of April, 1999.

CMC MANUFACTURING, INC.

By: *Matthew J. Landa*
Matthew Landa
President and CEO

Signed in our presence and acknowledged to be an assignment of the trademark herein referred to:

Witness *David S. Lee* Date *4/8/99*
Witness *Michelle C. King* Date *4/8/99*