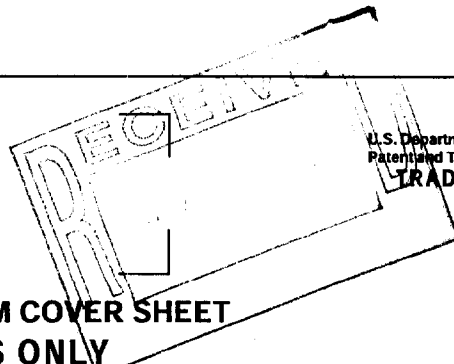


MRD 5-13-99

05-19-1999



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U.S. Department of Commerce
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TRADEMARK

REGISTRATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID #
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

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05/18/1999 NTHA11 00000061 75362066

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number *or* the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75362066"/>	<input type="text" value="75362067"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Lon A. Licata

Name of Person Signing



Signature

5/8/99

Date Signed

Assignment of Service Marks

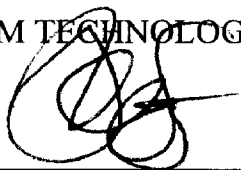
WHEREAS, XCOM Technologies, Inc., a Delaware corporation located at 1450 Infinite Drive, Louisville, CO 80027 (the "Assignor"), has applied for the service marks (the "Marks") as set forth on the attached Exhibit A; and

WHEREAS, Level 3 Communications, Inc., a Delaware corporation (the "Assignee"), is desirous of acquiring any and all rights that Assignor may have in and to the Marks and registration therefor, together with the goodwill of the business in connection with which the Marks are used and is symbolized by the Marks, along with the right to recover for damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the Marks and the registration therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, along with the right to recover damages and profits for past infringements thereof.

In connection with the foregoing, Assignor agrees to execute and deliver at the reasonable request of the Assignee, all papers, instruments and assignments, and to perform any other reasonable acts, the Assignee may require in order to vest all of the Assignor's rights, title and interest in and to the Marks in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary to the Assignee, to the extent such evidence is in the possession or control of Assignor.


XCOM TECHNOLOGIES, INC.

By: 

Thomas C. Stortz, Vice President

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me this 10th day of May, 1999, by Thomas C. Stortz, the Vice President of XCOM Technologies, Inc., a Delaware corporation, on behalf of the corporation.

[Seal] 

Notary Public

MY COMMISSION EXPIRES 9/30/2002

EXHIBIT A

The Data Phone Company

Serial Number 75362066

XCOM

Serial Number 75362067

191843.01

RECORDED: 05/13/1999

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