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U.S. Department of Commerce
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

8-9-99

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

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

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Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

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City State/Country Zip Code

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

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.)

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

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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="75/398,170"/>	<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"/>	<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.

Roger P. Furey



8/6/99

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, Gary D. Egger, A. Joe Mitchell, Jr., and Michael G. Hoffman, as Trustees of the VarTec Business Trust, a Delaware Trust, whose principal offices are located at 3200 West Pleasant Run Road, Lancaster, Texas (hereinafter "TRUSTEES") have adopted, used, and are using the trademark "5 & DIME" Serial No. 75/398,170 since at least May 10, 1999; and

WHEREAS, VarTec Telecom, Inc., a Texas corporation located at 3200 West Pleasant Run Road, Lancaster, Texas (hereinafter "VARTEC"), is desirous of acquiring said trademark;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the TRUSTEES hereby sell, assign and transfer to VARTEC, its successors or assigns, the entire right, title and interest in and to said trademark together with that part of the goodwill of the business connected with use of and symbolized by said trademark.

The TRUSTEES further assign all rights to damages or profits, due or accrued, arising out of past infringement of said trademark or injury to said goodwill, and the right to sue for and recover the same in VARTEC's own name.

The trademark "5 & DIME" is to be held and enjoyed by VARTEC for its own use and behalf and for the use and behalf of its successors and assigns, as fully and entirely as the same would or could be held and enjoyed by the TRUSTEES if this assignment had not been made.

Dated: July 22, 1999 By: [Signature]
Name: Gary D. Egger
Title: Trustee of the VarTec Business Trust

Dated: July 19, 1999 By: [Signature]
Name: A. Joe Mitchell, Jr.
Title: Trustee of the VarTec Business Trust

Dated: July 19, 1999 By: [Signature]
Name: Michael G. Hoffman
Title: Trustee of the VarTec Business Trust