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Name BNY FINANCIAL CORPORATION

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Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark If additional names of receiving parties attached

Name TII-DITEL, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 441 19th Street, SE

Address (line 2) _____

Address (line 3) Hickory

City

North Carolina

State/Country

28602

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization North Carolina

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<input type="text"/>	<input type="text"/>	<input type="text"/>

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Jacqueline L. Pearlman

Jacqueline Pearlman

August 27, 1999

Name of Person Signing

Signature

Date Signed

SCHEDULE A

U.S. Trademarks

Registrations:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
DITEL	1,921,800	September 26, 1995
TII-DITEL	2,113,486	November 18, 1997

Applications:

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
MANAGING FIBERSPACE	75/017,551	November 9, 1995