

02-17-2000



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OPR/FINANCE

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

Submission Type

- 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
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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)

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

02/16/2000 DNGUYEN 00000133 1374250

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

Fee OK

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002024 FRAME: 0989

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"/>	<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" value="1374250"/>	<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: #

Order No. 15571-0000003

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.

Gabrielle A. Holley

1/20/00

Name of Person Signing

Signature

Date Signed



101173245

Handwritten: 101173245

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
09 30 1999

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
09 30 1999

Name The Eidelman Group

Formerly Electronic Watchdog, Inc.

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

Receiving Party

Mark if additional names of receiving parties attached

Name HCEI Subsidiary, Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) 6675 Mesa Ridge Road

Address (line 2) _____

Address (line 3) San Diego California 92121
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- 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 Missouri

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0/15/1999 MTHA11 00000280 1374250

01 FC:481 40.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 002024 FRAME: 0991

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)

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Trademark Application Number(s)

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

Registration Number(s)

<input type="text" value="1374250"/>	<input type="text"/>	<input type="text"/>
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Gabrielle A. Holley

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, The Eidelman Group, Ltd., a Missouri corporation, located at 3851 Washington Boulevard, St. Louis, Missouri 63108 ("Assignor"), has adopted and is using the trademark INPHONET, Registration No. 1374250 for telecommunications services, in the United States (the "Mark"), and is the owner of the United States trademark registration therefor (the "Registration"); and

WHEREAS, Assignor represents and warrants that Assignor is the owner of marketable title to the Mark and Registration.

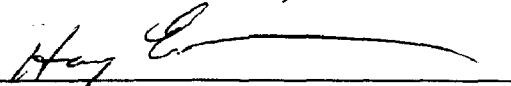
WHEREAS, HCEI Subsidiary, Inc., a Missouri corporation, located at 6675 Mesa Ridge Road, San Diego, California 92121 ("Assignee"), is desirous of acquiring said Mark and Registration, along with the goodwill of the business symbolized by the Mark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the Mark in the United States, along with the goodwill associated therewith, and the Registration.

IN WITNESS WHEREOF, Assignor has caused this assignment to be executed in full accordance with the laws of California, on September 30, 1999.

THE EIDELMAN GROUP, LTD.

By: _____


Harry Eidelman, President

STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

On [insert date] September 30, 1999 before me,

[here insert name and title of officer] Pamela Ann Cato, Notary Public

personally appeared Harry Eidelman

personally known to me, or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument, the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Pamela Ann Cato

[Seal]

PAMELA ANN CATO
Notary Public - State of Missouri
St. Louis City
My Commission Expires: March 22, 2003

OPTIONAL (NOT REQUIRED BY CALIFORNIA STATUTE)

ATTACH THIS CERTIFICATE TO THE DOCUMENT DESCRIBED HERE:

NO. OF PAGES _____ DOCUMENT DATE _____

TYPE THE NAME OF SIGNERS OTHER THAN THE ONES NAMED ABOVE:

CAPACITY OF SIGNER:

- Individual
- General Partner(s)
- Trustee(s)
- Guardian/Conservator
- Corporate Officer(s)
- Limited Partner(s)
- Attorney-In-Fact
- (Other) _____

PERSON(S) OR ENTITY(IES) BEING REPRESENTED:

50010137v1