MW 2/11/00

03-17-2000

101291738

U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Name: Multimedia Publishing Corporation

___ Individual(s) ___ Association
___ General Partnership ___ Limited Partnership
_x_ Corporation-State (Texas)
___ Other

Additional name(s) of conveying party(ies) attached? ___ Yes _x_ No

2. Name and Address of receiving party(ies)

Name: Intertec Publishing Corporation
Address: 9800 Metcalf
Overland Park, Kansas 66212-2216

RECEIVED
2000 FEB 11 PM 3:54
OFFICE/FINANCE

3. Nature of conveyance:

_X_ Assignment ___ Merger
___ Security Agreement ___ Change of Name
___ Other _____

Execution Date: October 1, 1999

___ Individual(s) citizenship _____
___ Association _____
___ General Partnership _____
___ Limited Partnership _____

_x_ Corporation-State Delaware
___ Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ___ Yes _x_ No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ___ Yes _x_ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/811,935 75/811,933 75/809,816

75/809,824 75/809,815 75/809,820

B. Trademark Registration No.(s)

Additional numbers attached? ___ Yes _x_ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Deborah K. Squiers
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41)..... $ 165.00

_x_ Enclosed

_x_ Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

03/16/2000 JSHABAZZ 00000062 75811935
01 FC:481 40.00 OP
02 FC:482 125.00 OP

DO NOT USE THIS SPACE

9. 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.

Deborah K. Squiers — Deborah K. Squiers — 2/10/00

Deborah K. Squiers — Signature — Date

Total number of pages including cover sheet, attachments, and document: 4

Mail to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

CXC/CXC/17221/00/400780.1

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT, made as of October 1, 1999, between Multimedia Publishing Corporation, a Texas corporation ("Assignor"), and Intertec Publishing Corporation, a Delaware corporation ("Assignee").

WHEREAS, Assignor, with offices at 3535 Briar Park, Suite 200, Houston, Texas 77042, has adopted, used, is using and is the owner of trademarks, service marks, trade names and trade dress listed on Schedule A attached hereto (collectively, the "Marks") and is the owner of the registrations and pending applications, if any, listed on Schedule A;

WHEREAS, Assignee, with offices at 9800 Metcalf, Overland Park, Kansas 66212, desires to acquire the Marks and the registrations and applications thereof; and

WHEREAS, Assignor and Assignee have executed and delivered an Asset Purchase Agreement, dated as of even date herewith (the "Agreement"), pursuant to which Assignee is acquiring from the Assignor the assets related to the Business;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, its entire right, title and interest, whether statutory or at common law, in and to these Marks throughout the world, together with the goodwill of the business symbolized by them, and all registrations and pending applications therefor, including but not limited to all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute any further papers and to do such other acts (without the expenditure of funds) as may be necessary and proper to vest full title in and to the Marks in the Assignee.

IN WITNESS WHEREOF, the Assignor has executed this Trademark Assignment as of the date first written above.

MULTIMEDIA PUBLISHING CORPORATION

By: _____
Name: Marc Ostrofsky
Title: President

INTERTEC PUBLISHING CORPORATION

By: _____
Name: Ann Riposanu
Title: Vice President

STATE OF NEW YORK)
ss.:
COUNTY OF NEW YORK)

On this 1st day of October, 1999, before me personally came Marc Ostrofsky, to me known, who being by me duly sworn, did depose and say that he is the President of Multimedia Publishing Corporation, the corporation described in and which executed the foregoing instrument, and that he had the authority to sign his name hereto on behalf of the corporation.

Notary Public

JEANNIE C. CHOI
Notary Public, State of New York
No. 01CH5072968
Qualified in New York County
Commission Expires February 10, 2001

TRADEMARK
REEL: 002034 FRAME: 0984

SCHEDULE A

MARK	SERIAL NO.
TELECARD WORLD	75/811,935
TELECARD WORLD	75/811,933
NEXT-GEN NETWORKS	75/809,816
CELC	75/809,824
IP NETWORKS	75/809,815
IP NETWORKS	75/809,820