

07-24-2000

OVER SHEET
ONLY



6.29.00

Tab settings: ⇄⇄⇄

To the Honorable Commissio

101412676

ord the attached original documents or copy thereof.

1. Name of conveying party(ies).
Heller Financial, Inc.

2. Name and address of receiving party(ies):
Phonecard Express, LLC
Name:

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- Other
- Association
- Limited Partnership

Internal Address:
3595 Sheridan Street, Suite 109
Street Address
City: Hollywood State FL Zip: 33021

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

- Individual(s) citizenship:
- Association
- General Partnership
- Limited Partnership
- Corporation State
- Other Delaware Limited Liability Company

Execution Date: 3/31/00

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

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

A. Trademark Application No.(s)

B. Trademark Registration No(s).:
1,971,962
1,879,214

Additional numbers attached? Yes No

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

Terri Branson

Name:
Lewis, Rice & Fingersh, L.C.
Internal Address:

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

X Enclosed

Authorized to be charged to deposit account

Street Address: 500 N. Broadway, Suite 2000

8. Deposit account number:

City: St. Louis State: MO Zip: 63102

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

07/21/2000 NTHAI1 00000117 1971962

DO NOT USE THIS SPACE

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

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.

Terri Branson
Name of Person Signing

Signature

6/20/00
Date

Total number of pages comprising cover sheet: 1

Mail documents to be recorded with required cover sheet information to:
Commissionr of patents & Trademarks, Box Assignments
Washington, DC 20231

TRADEMARK
REEL: 002107 FRAME: 0585

RELEASE

This Release granted on this 31st day of March, 2000 by HELLER FINANCIAL, INC., as Agent together with its successors and assigns (the "Grantee"), to PHONECARD EXPRESS, LLC, a Delaware limited liability company, ("Grantor"), as follows:

WITNESSETH

WHEREAS, the Grantor has heretofore granted to Grantee, a Security Interest in certain U.S. trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses (the "Marks") more particularly set forth on Schedule I attached hereto to secure the Obligations of the Grantor as defined in the Trademark Security Agreement between the parties dated March 9, 1999 (the "Trademark Security Agreement"); and

WHEREAS, Grantee wishes to release and restore all right, title and interest in and to the Marks to the Grantor and to dissolve any and all liens and encumbrances respecting the Marks shown on the attached Schedule I hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent together with its successors and assigns, the Grantee hereby releases, discharges, quit claims and relinquishes unto the Grantor any and all right, title and interest in and to the Marks, and more particularly the security interest in the trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses set forth on Schedule I hereto granted to Grantee by the Grantor pursuant to the Trademark Security Agreement.

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer, has caused this instrument to be executed under seal on the date first written above.

Dated: March 31, 2000

HELLER FINANCIAL, INC., as Agent

[SEAL]

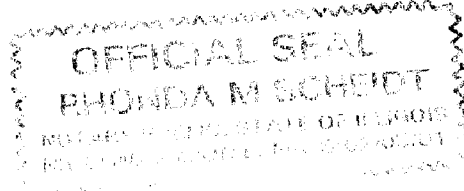
By: Beth
Name: Betsie Kempf
Title: Vice President

State of Illinois)
) ss.
County of Cook)

On this 31st day of March 2000, before me personally appeared Betsie Kempf to me known who, being by me duly sworn, did depose and say that (s)he is a VICE PRES. of Heller Financial, Inc., described herein and which executed the foregoing instrument and that (s)he signed his name thereto pursuant to the authority granted by Heller Financial, Inc.

Rhonda M. Scheidt
Notary Public

My Commission Expires: 2-5-01



SCHEDULE I
TRADEMARK SECURITY AGREEMENT

Insert Name of Grantor

Reel/Frame: 001926/0502
Recordation Date: 03/09/1999

U.S. TRADEMARKS

Mark

Registration No.

Registration Date

SEE ATTACHED

U.S. TRADEMARK APPLICATIONS

Mark

NONE

Filing Date

TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>DATE</u>
Phonecard Express	1,971,962	Assigned May __, 1998
Campcard	1,879,214	Assigned May __, 1998

TRADEMARK APPLICATIONS

None

TRADEMARK LICENSES

<u>Name of Agreement</u>	<u>Parties</u>	<u>Date of Agreement</u>
None		