

02-02-2001

Attorney Docket No. 4024-00000



FR SHEET

U.S. DEPARTMENT OF COMMERCE

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1-74 01

Patent and Trademark Office

101603125

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

<p>1. Name of conveying party(ies) Thrifty Call, Inc.</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State-Missouri <input type="checkbox"/> Other _____</p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Grande Communications Networks, Inc. Internal Address: Street Address: 401 Carlson Circle City/State/Zip: San Marcos, Texas 78666</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State-Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>July 7, 2000</u></p>	

<p>4. Application number(s) or registration number(s): <u>75150355</u></p> <p>A. Trademark Application No.(s): See Exhibit A</p>	<p><input checked="" type="checkbox"/> Mark if additional numbers attached</p> <p>B. Trademark Registration No.(s): See Exhibit A</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Kristin Jordan Harkins Conley, Rose & Tayon 5800 Granite Parkway, Suite 400 Plano, Texas 75024-66616 Telephone: (972) 731-2288 Facsimile: (973) 732-2289</p>	<p>6. Total number of applications and registration involved: 16</p> <p>7. Total fee (37 CFR 3.41) \$ 415.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Any deficiencies or overpayments are authorized to be charged to or credited to deposit account</p> <p>8. Deposit Account Number: <u>50-1515</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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02/01/2001 DBYRNE 00000181 75150355 DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 375.00 OP

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.

Kristin Jordan Harkins Kristin Jordan Harkins January 22, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 6

EXHIBIT A

RECORDATION FORM COVER SHEET

Conveying Party: Thrifty Call, Inc.
Receiving Party: Grande Communications Networks, Inc.

U.S. Service Mark Applications:

75/150355
75/294508
75/300829
75/814121
75/896802
75/896947
75/896948
75/896949

U.S. Service Mark Registrations:

1865994	(SN 74/464774)
1876925	(SN 74/472627)
2189779	(SN 75/150441)
2241187	(SN 75/300830)
2247992	(SN 75/136416)
2292637	(SN 75/555258)
2375484	(SN 75/830820)
2383456	(SN 75/853230)

SERVICE MARK ASSIGNMENT

This Assignment ("Assignment") is by and between Thrifty Call, Inc., a Missouri corporation ("Thrifty Call") and Grande Communications Networks, Inc., a Delaware corporation ("Buyer").

WHEREAS, the parties to this Assignment are entering into an Asset Purchase Agreement ("Asset Purchase Agreement") wherein Thrifty Call has agreed to assign, and Buyer has agreed to purchase, all right, title and interest in and to the service marks identified in Schedule 2.1.3 of the Asset Purchase Agreement and the associated goodwill and businesses to which the service marks pertain, including all common law rights and any and all registrations and applications for the service marks;

WHEREAS, the parties now desire to enter into this Assignment for the purpose of effectuating their agreement in the Asset Purchase Agreement to transfer the service marks, the associated goodwill and the businesses to which the service marks pertain, from Thrifty Call to Buyer.

NOW, THEREFORE, for and in consideration of Ten Dollars (\$10.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, it is agreed as follows:

1. Thrifty Call does hereby sell, assign, transfer and deliver to Buyer, its successors, assigns and legal representatives, all of its right, title and interest in and to the service marks identified in Schedule 2.1.3, together with the goodwill symbolized by the service marks and associated therewith, and the businesses to which the service marks pertain, and any and all common law rights and registrations and applications of the service marks. Said assignment specifically includes all right, title and interest in and to the following:

U.S. Service Mark Registrations

Great Lakes Long Distance, Inc. & design
Registration No. 1,865,994
Registered December 6, 1994

THRIFTY CALL & design
Registration No. 1,876,925
Registered January 31, 1995

HOMETOWN TELEPHONE
Registration No. 2,189,779
Registered September 15, 1998

GOLDEN HARBOR

Registration No. 2,241,187

Registered April 20, 1999

CHECK-IN NUMBER

Registration No. 2,247,992

Registered May 25, 1999

Miscellaneous Design (Golden Harbor)

Registration No. 2,292,637

Registered November 16, 1999

U.S. Service Mark Applications**CHOICE TELEPHONE**

Serial No. 75/150,355

Filed August 14, 1996

HOMETOWN COMMUNICATIONS

Serial No. 75/294,508

Filed May 19, 1997

THRIFTY CALL COMMUNICATIONS

Serial No. 75/300,829

Filed May 30, 1997

WEB DA

Serial No. 75/814,121

Filed October 4, 1999

THRIFTYCALL

Serial No. 75/830,820

Filed October 25, 1999

THINK OF OUR BUSINESS AS AN EXTENSION OF YOURS

Serial No. 75/853,230

Filed November 19, 1999

ACCESSIONDEMAND

Serial No. 75/896,949

Filed January 14, 2000

ACCESS ON DEMAND

Serial No. 75/896,802
Filed January 14, 2000

CLEATS
Serial No. 75/896,947
Filed January 14, 2000

FASTMOVIN
Serial No. 75/896,948
Filed January 14, 2000

2. Thrifty Call shall fully cooperate with Buyer, at Buyer's sole expense, in taking such actions and executing such documents as may be necessary in the reasonable opinion of Buyer to record in every jurisdiction where applicable, including, without limitation, within the United States Patent and Trademark Office, the assignment of applications and registrations pertaining to the Service Marks and any and all other documents which may be necessary or desirable, in the sole reasonable opinion of Buyer, to evidence, protect, and effectuate the assignment made herein. This obligation of cooperation shall survive the execution and delivery of this Assignment.

3. This Assignment shall be binding upon Thrifty Call's successors, assigns and legal representatives, and shall inure to the benefit of the successors, assigns and legal representatives, as the case may be, of Buyer.

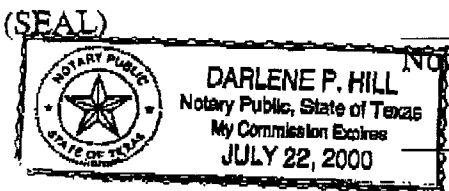
Signed this 7 day of July, 2000.

Thrifty Call, Inc., a Missouri corporation

By: Harold E. Lovelady
Name: Harold E. Lovelady
Title: President

SUBSCRIBED AND SWORN to before me, the undersigned authority, by Harold E. Lovelady, acting in the position indicated on the 7th day of July, 2000.

Darlene P. Hill
Notary Public



Accepted by:

GRANDE COMMUNICATIONS NETWORKS, INC.

By: W. E. Morrow
Printed Name: William E. Morrow
Title: CEO

Date: _____

CONLEY, ROSE & TAYON

A Professional Corporation

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The Chase Building
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Facsimile (512) 703-1250

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INTELLECTUAL PROPERTY LAW
INCLUDING PATENTS, TRADEMARKS,
COPYRIGHTS AND UNFAIR COMPETITION

Writer's Direct Dial
(972) 731-2277
email: kharkins@crtlaw.com

January 22, 2001

Box Assignments FEE
U.S. Patent and Trademark Office
Washington, D.C. 20231

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail, in an envelope addressed to: Box Assignments FEE, U.S. Patent and Trademark Office, Washington, D.C. 20231 on:

January 22, 2001
(Date of Deposit)

Teresa Ryan

Re: Recordation Form Cover Sheet
Our File No.: 4024-00000

Sir:

Enclosed are the following documents for filing:

1. Recordation Form Cover Sheet with Exhibit A and Service Mark Assignment;
2. Check (\$415.00);
3. Acknowledgement post card; and
4. This transmittal letter.

Please date-stamp the acknowledgment postcard and return it to the undersigned to confirm receipt of the above documents. Please charge Deposit Account No. 50-1515 for any additional fees or credits that may be due.

Thank you for your assistance in this matter.

Best regards,

Kristin Jordan Harkins

Kristin Jordan Harkins

KJH/tr
Enclosures

37449.01/4024.00000

RECORDED: 01/24/2001

TRADEMARK
REEL: 002228 FRAME: 0901