

02-21-2001

Form PTO-1594 (Adapted)
3-13-96

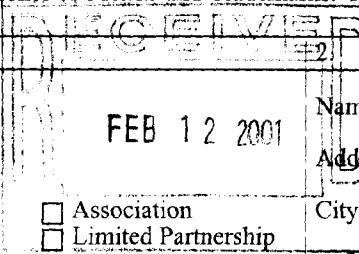
RE
7



U.S. DEPARTMENT OF COMMERCE
Patent & Trademark Office

101616445

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



1. Name of conveying party(ies):

Name and address of receiving party(ies):

Edify Corporation

Name: Newco Edify Corporation

Address: 2840 San Tomas Expressway

City Santa Clara State California ZIP 95051

- Individual
- General Partnership
- Corporation-State
- Other

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

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

3. Nature of conveyance:

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

Execution Date: December 29, 2000

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4(a). Trademark Application No.(s): 76/093,728; 75/738,777

4(b). Trademark Registration No.(s): 1,902,421; 1,737,541; 1,792,136; 1,868,057; 1,792,135

Additional numbers attached? Yes No

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

Name Holmes J. Hawkins III

Address: KING & SPALDING
191 Peachtree Street, N.E.
Atlanta, Georgia 30303-1763

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) enclosed: \$280.00

280E

DO NOT USE THIS SPACE

8. 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.

I certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, DC 20231, on Feb 9, 2001.

Holmes J. Hawkins III
Name of Person Signing

2-9-01
Date

Attorney Docket No: 05513.100001

Total number of pages including cover sheet: 3

\$90.00

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks
Box Assignments
Washington, DC 20231

02/20/2001 DBYRME 00000091 76093728

01 FC:481 40.00 OP
02 FC:482 150.00 OP

Refund Ref: 02/20/2001 DBYRME 00000091 76093728

CHECK Refund Total:

TRADEMARK
REEL: 002238 FRAME: 0404

TRADEMARK ASSIGNMENT

WHEREAS, **Edify Corporation**, a Delaware corporation ("Assignor"), is the owner of the trademarks and registrations thereof in the United States Patent and Trademark Office listed on the attached Exhibit A.

WHEREAS, **Newco Edify Corporation**, a Delaware corporation ("Assignee"), is desirous of acquiring the entire right, title, and interest in said trademarks and registrations.

NOW, THEREFORE, in consideration for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee the entire right, title and interest in and to said trademarks and registrations thereof, including the right to sue for damages and other remedies in respect of any infringement of the trademarks which may have occurred before the date of this assignment, together with the goodwill of the business symbolized by said trademarks and registrations.

Signed this 29th day of December, 2000

Edify Corporation,
a Delaware corporation

By: Robert F. Stockwell
Title: VP + CFO

STATE OF Georgia)
)
Cobb COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Robert F. Stockwell whose name as VP + CFO of Edify Corporation, a Delaware corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal of office this 29 day of December, 2000.

Alessandra Pope
Notary Public
My commission expires: _____

[NOTARIAL SEAL]

ALESSANDRA POPE
Notary Public, Cobb County, Georgia
My Commission Expires Sept. 10, 2002

EXHIBIT A

<u>TRADEMARK</u>	<u>REG. NO./SER. NO.</u>	<u>REG. DATE</u>
AGENT TRAINER	1,902,421	7-4-1995
EDIFY	1,737,541	12-1-1992
EDIFY INFORMATION AGENT	1,792,136	9-7-1993
ELECTRONIC WORKFORCE	1,868,057	12-20-1994
INFORMATION AGENT	1,792,135	9-7-1993
e-CSR (Stylized)	76/093,728	N/A
SMART OPTIONS	75/738,777	N/A
CALL ME	N/A	N/A
EDIFY CORPORATION	N/A	N/A
THE EDIFY EMPLOYEE SERVICE SYSTEM	N/A	N/A
PAGE SHADOW	N/A	N/A
(Edify Logo Design) E	N/A	N/A
e	N/A	N/A
PAGE CALL	N/A	N/A
PAGE POP	N/A	N/A