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101866259

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

1. Name of conveying party(ies):

USLD Communications, Inc.

9-2171

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Texas
☐ Other _____

Additional name(s) of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: September 19, 2001

2. Name and address of receiving party(ies)

Name: Qwest Communications International Inc.

Internal Address: _____

Street Address: 1801 California Street, Suite 3800

City: Denver State: CO ZIP: 80202

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State: Delaware
☐ Other _____

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. Application Number(s) or Registration Number(s).

A. Trademark Application No(s):

PENNIES PER CALL! 76/084952
PENNIES PER CALL! 76/084951

B. Trademark Registration No(s):

@USLD 2160134
ADVANTAGE ACADEMIC 1893359

Additional numbers attached? ☒ Yes ☐ No

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

Name: Lesley S. Craig
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

6. Total number of applications and registrations involved

35

7. Total fee (37 CFR 3.41): \$890

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number: 20-1430

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

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Lesley S. Craig
Name of Person Signing

Lesley S. Craig
Signature

9/20/01
Date

Total number of pages including cover sheet, attachments and document: 10

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

TRADEMARK
REEL: 002377 FRAME: 0988

3. Additional application number(s) or registration number(s): (Continued from Page 1)

B. Registrations (continued)

ADVANTAGE CALIFORNIA	1931610
ADVANTAGE DIRECT	2091970
ADVANTAGE HEALTHCARE	1895354
ADVANTAGE HOSPITALITY	1893360
ADVANTAGE SELECT	1941062
ADVANTAGE SELECT U.S.	2205095
ADVANTAGE TRAVEL	1931380
ADVANTAGE TRAVEL CALIFORNIA	1925919
ADVANTAGE U.S.	1883975
FAMILYLINE	1792958
FAMILYLINE 1 PLUS	1885307
FAMILYLINE 800	1885309
FAMILY CORPORATE	1953153
FAMILYLINE GOLD	1885311
FAMILYLINE SERVICES	1885310
FAMILYLINE TRAVEL	1885308
HOBIC PLUS	1501576
LD-TO-GO	2109872
LONG DISTANCE TO GO	1916770
SECURITY 800	2099748
TELEMINUTOS	2416873
TELEMINUTOS	2328876
U.S. LONG DISTANCE	1680870
US LONG DISTANCE	1782946
U.S. LONG DISTANCE	2165722
USLD 800	1904658
USLD BOTTOM LINE	2084265
WE GO THE DISTANCE	1779238
YOUR NUMBER... YOUR CHOICE	1864397
WORLD'S BEST & DESIGN	2401399
WORLD'S BEST & DESIGN	2389312

DE7051020

NUNC PRO TUNC TRADEMARK ASSIGNMENT

This ASSIGNMENT, effective June 5, 1998 (or in the case of later filed applications as of the date of filing), made by USLD Communications, Inc., a Texas corporation, having a business address and situs at 700 Qwest Tower, 555 Seventeenth Street, Denver, Colorado 80202 and USLD Communications Corp., a Delaware corporation, having a business address and situs at 700 Qwest Tower, 555 Seventeenth Street, Denver, Colorado 80202 (hereinafter "ASSIGNORS") to Qwest Communications International Inc., a Delaware corporation, having a business address and situs at 1801 California Street, Suite 3800, Denver, Colorado 80202 (hereinafter "ASSIGNEE");

WHEREAS, ASSIGNORS adopted and used or otherwise owned trademarks set forth in SCHEDULE A, attached hereto and made a part hereof, said trademarks, including all registrations and applications for registration thereof and all rights to sue and recover for past infringement thereof, being collectively referred to herein as the "ASSIGNED TRADEMARKS";

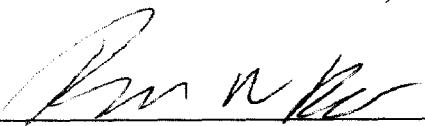
WHEREAS, ASSIGNORS and ASSIGNEE wish to transfer record title to the ASSIGNED TRADEMARKS and to execute a document suitable for recordation in the United States Patent and Trademark Office;

NOW THEREFORE, in consideration of Ten Dollars (\$10.00) paid by ASSIGNEE to ASSIGNORS and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNORS did, on the effective date listed above, grant, assign, transfer, convey and deliver to ASSIGNEE all ASSIGNORS' right, title and interest in, to and under the ASSIGNED MARKS throughout the world, together with the goodwill of the business in connection with which the ASSIGNED TRADEMARKS have been used in the United States or any other country or countries.

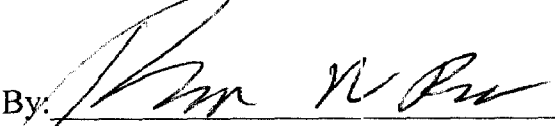
IN WITNESS WHEREOF, ASSIGNORS and ASSIGNEE have caused this Trademark Assignment to be executed by their duly authorized representatives.

ASSIGNORS:

USLD COMMUNICATIONS, INC.

By: 
Richard N. Baer
Senior Vice President

USLD COMMUNICATIONS CORP.

By: 
Richard N. Baer
Senior Vice President

Date: 9-19-01

ASSIGNEE: QWEST COMMUNICATIONS INTERNATIONAL INC.

By: RICHARD N. BAER
Richard N. Baer
Senior Vice President

Date: 9-19-01

STATE OF COLORADO)
)
COUNTY OF DENVER)

On this 19 day of September, 2001, before me Barbara A. Petrick, personally appeared Richard N. Baer, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacities, and that by his signature on the instrument the entities upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Barbara A. Petrick
NOTARY PUBLIC

My commission expires: 2-15-2004

SCHEDULE A

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
@USLD	75/216883 12/23/96	2160134 5/26/98	REGISTERED	20360-073700US
ADVANTAGE ACADEMIC	74/546323 7/6/94	1893359 5/9/95	REGISTERED	20360-011100US
ADVANTAGE AFFINITY	74/441652 9/30/93		ABANDONED	20360-011200US
ADVANTAGE CALIFORNIA	74/602438 11/23/94	1931610 10/31/95	REGISTERED	20360-011300US
ADVANTAGE CANADA	74/546144 7/6/94		ABANDONED	20360-011400US
ADVANTAGE DIRECT	75/009350 10/23/95	2091970 8/26/97	REGISTERED	20360-011500US
ADVANTAGE GOLD	74/546145 7/6/94		ABANDONED	20360-011600US
ADVANTAGE HEALTHCARE	74/546325 7/6/94	1895354 5/23/95	REGISTERED	20360-011700US
ADVANTAGE HOSPITALITY	74/546324 7/6/94	1893360 5/9/95	REGISTERED	20360-011800US
ADVANTAGE MEXICO	74/546143 7/6/94		ABANDONED	20360-011900US
ADVANTAGE SELECT	74/616269 12/29/94	1941062 12/12/95	REGISTERED	20360-012000US
ADVANTAGE SELECT U.S.	75/023031 11/21/95		ABANDONED	20360-012100US
ADVANTAGE SELECT U.S.	75/288663 5/8/97	2205095 11/24/98	REGISTERED	20360-135700US
ADVANTAGE TRAVEL	74/589592 10/24/92	1931380 10/31/95	REGISTERED	20360-012200US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
ADVANTAGE TRAVEL CALIFORNIA	74/602439 11/23/94	1925919 10/10/95	REGISTERED	20360-012300US
ADVANTAGE TRAVEL PLUS	74/538030 6/15/94		ABANDONED	20360-012400US
ADVANTAGE U.S.	74/486104 2/3/94	1883975 3/14/95	REGISTERED	20360-012500US
ADVANTAGE WATS	74/436045 9/14/93	1847883 8/2/94	CANCELLED	20360-012600US
ADVANTAGE WATS	74/329015 11/5/92		ABANDONED	20360-012700US
AMERICA'S B E S T (STY.)	75/631857 2/2/99		ABANDONED	20360-027400US
AMERICA'S B E S T (STY.)	75/631819 2/2/99		ABANDONED	20360-027500US
CALL MEXICO	74/415155 7/19/93		ABANDONED	20360-013200US
CALL VANCOUVER	74/418483 7/26/93		ABANDONED	20360-013300US
FAMIL YLINE	74/300541 7/30/92	1792958 9/14/93	REGISTERED	20360-014400US
FAMIL YLINE 1 PLUS	74/485805 2/3/94	1885307 3/21/95	REGISTERED	20360-014500US
FAMIL YLINE 800	74/486135 2/3/94	1885309 3/21/95	REGISTERED	20360-014600US
FAMIL YLINE CORPORATE	74/638237 2/24/95	1953153 1/30/96	REGISTERED	20360-014700US
FAMIL YLINE GOLD	74/486278 2/3/94	1885311 3/21/95	REGISTERED	20360-014800US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
FAMIL YLINE SERVICES	74/486141 2/3/94	1885310 3/21/95	REGISTERED	20360-014900US
FAMIL YLINE TRAVEL	74/485806 2/3/94	1885308 3/21/95	REGISTERED	20360-015000US
HOBIC PLUS	73/689103 10/13/87	1501576 8/23/88	REGISTERED	20360-015500US
HOLA MEXICO!	74/415154 7/19/93		ABANDONED	20360-015600US
LD-TO-GO	75/086630 4/10/96	2109872 10/28/97	REGISTERED	20360-019100US
LD-TO-GO	74/385155 4/27/93		ABANDONED	20360-019200US
LONG DISTANCE TO GO	74/486138 2/3/94	1916770 9/5/95	REGISTERED	20360-019500US
NIX stylized	74/169872 5/24/91	1689323 5/26/92	CANCELLED	20360-019800US
PENNIES PER CALL!	76/084952 7/7/00		PENDING	20360-074600US
PENNIES PER CALL!	76/084951 7/7/00		PENDING	20360-074700US
PRO MEXICO	74/415156 7/19/93		ABANDONED	20360-020400US
SECURITY 800	74/557480 8/4/94	2099748 9/23/97	REGISTERED	20360-021700US
SPECTRUM USLD	75/258778 3/17/97		ABANDONED	20360-022400US
TELEMINUTOS	75/628833 1/27/99	2416873 1/2/01	REGISTERED	20360-073500US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
TELEMINUTOS	75/628832 1/27/99	2328876 3/14/00	REGISTERED	20360-077300US
THE GET WELL CARD	74/557481 8/4/94		ABANDONED	20360-022900US
U.S. LONG DISTANCE	74/013521 12/26/89	1680870 3/24/92	REGISTERED	20360-023000US
US LONG DISTANCE	74/328126 11/2/92	1782946 7/20/93	REGISTERED	20360-023500US
U.S. LONG DISTANCE	75/288664 5/8/97	2165722 6/16/98	REGISTERED	20360-073800US
U.S. LONG DISTANCE LIFELINE	74/418482 7/26/93		ABANDONED	20360-023200US
US LONG DISTANCE (Stylized)	74/208107 9/30/91	1718805 9/22/92	CANCELLED	20360-023100US
U.S. LONG DISTANCE (Stylized)	74/328157 11/2/92	1781770 7/13/93	CANCELLED	20360-023600US
U.S. LONG DISTANCE WORLDWIDE COMMUNICATIONS	75/118108 6/13/96		ABANDONED	20360-023300US
USLD	74/345947 1/6/93	1788492 8/17/93	REGISTERED	20360-023700US
USLD 800	74/538285 6/15/94	1904658 7/11/95	REGISTERED	20360-023900US
USLD BOTTOM LINE	74/528582 5/24/94	2084265 7/29/97	REGISTERED	20360-024000US
USLD COMMUNICATIONS	75/320237 7/7/97	2256401 6/29/99	REGISTERED	20360-024100US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
USLD COMMUNICATIONS AND DESIGN	75/320238 7/7/97	2245437 5/18/99	REGISTERED	20360-024200US
USLD SPECTRUM	75/258777 3/17/97		ABANDONED	20360-024300US
USLD-TO-GO	74/385156 4/27/93		ABANDONED	20360-024400US
WE GO THE DISTANCE	74/327775 11/2/92	1779238 6/29/93	REGISTERED	20360-024700US
YOUR NUMBER ... YOUR CHOICE	74/391605 5/13/93	1864397 11/22/94	REGISTERED	20360-025300US
BEST CHOICE	75/557800 9/22/98		ABANDONED	20360-074800US
BEST CHOICE	75/556883 9/22/98		ABANDONED	20360-074900US
PRO VANCOUVER	74/409321 6/30/93		ABANDONED	20360-020500US
WORLD'S BEST & DESIGN	75/631855 2/2/99	2401399 11/7/00	REGISTERED	20360-076600US
WORLD'S BEST & DESIGN	75/631854 2/2/99	2389312 9/26/00	REGISTERED	20360-076800US