

03-08-2002

Form PTO-1594 RECO



DEPARTMENT OF COMMERCE
J.S. Patent and Trademark Office

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

102006702

Mr 2/8/2

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

<p>1. Name of conveying party(ies):</p> <p>AT&T Corp.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>SmartTalk, Inc.</u> Internal Address: <u>650 East 4500 South</u> Street Address: _____ City, State, Zip: <u>Salt Lake City, Utah 84107</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <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) & address(as) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><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>February 5, 2002</u></p>	

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

<p>A. Trademark Application No.(s)</p> <p><u>75/535,830</u> <u>75/533,623</u></p>	<p>B. Trademark Registration No.(s)</p>
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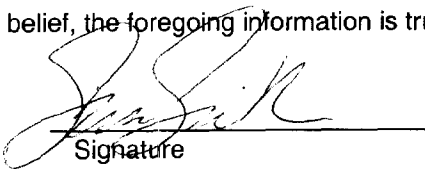
Additional number(s) attached Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Susan A. Smith</u> Company: <u>Kenyon & Kenyon</u> Street Address: <u>333 W. San Carlos Street, Suite 600</u> City, State, Zip: <u>San Jose, CA 95110</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>11-0600</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Susan A. Smith  2/7/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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

03/07/2002 LMIJELLER 00000176 110600 75535830

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

TRADEMARK
REEL: 002456 FRAME: 0794

Assignment of SMARTALK Trademark Applications

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **AT&T Corp.**, a New York corporation with an address at 32 Avenue of the Americas, New York, New York 10013, by these presents, does sell, assign and transfer *nunc pro tunc* as of January 31, 2001 unto **SmartTalk, Inc.**, a Delaware corporation with an address at 650 East 4500 South, Salt Lake City, Utah 84107, the following two U.S. trademark applications for SMARTALK & Design: Serial Nos. 75/535830 and 75/533623.

AT&T CORP.:

By: Frank L. Politano

Name: Frank L. Politano

Title: Assistant Secretary

Date: 5 February 2002

County of Somerset

SS: State of New Jersey

Declared at Basking Ridge
this 5th day of February, 2002
before me

Barbara Damato

Notary Public

[SEAL]

BARBARA DAMATO
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 6/16/2004