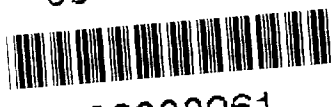


5/1/02

OFFICE OF THE COMMISSIONER

05-14-2002

Form PTO-159 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



102088261

DEPARTMENT OF COMMERCE and Trademark Office

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

1. Name of conveying party(ies): Optel, Inc.
Individual(s) Association
General Partnership Limited Partnership
Corporation-State - Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: TVMAX Corporate, Inc.
Internal
Address:
Street Address: 1111 W. Mockingbird Lane
City: Dallas State: Texas Zip: 75247
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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: January 31, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
74/543,343
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,930,535; 2,046,896; 2,327,579; 2,441,563

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Neil M. Zipkin, Esq.
Internal Address: 23rd Floor
Street Address: 90 Park Avenue
City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved: 5
7. Total fee (37 CFR 3.41) \$ 140.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 01-1785
(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 information is true and correct and any attached copy is a true copy of the original document.
Neil M. Zipkin
Name of Person Signing
Signature
May 1, 2002
Date
Total number of pages including cover sheet, attachments, and document: 5

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

05/13/2002 TDIAZI 00000164 74543343
01 FC:481 40.00 OP
02 FC:482 100.00 OP

TRADEMARK REEL: 2504 FRAME: 0568

CONFIRMATORY TRADEMARK ASSIGNMENT

WHEREAS, on and before Jan. 31, 2002 (hereinafter referred to as the "Effective Date"), OpTel, Inc., a corporation organized and existing under the laws of the State of Delaware, which had a place of business at 1111 W. Mockingbird Lane, Dallas, TX 75247 (hereinafter referred to as the "Assignor"), was the owner of the trademarks and service marks identified on Schedule A (the "Marks"); and

WHEREAS, on the Effective Date, the said Assignor did assign the Marks to TVMAX Corporate, Inc., a corporation organized and existing under the laws of the State of Delaware, having a place of business at 1111 W. Mockingbird Lane, Dallas, TX 75247, (hereinafter referred to as the "Assignee"); and

WHEREAS, it is now desirous to confirm and memorialize such assignment in a form suitable for recording in the United States Patent and Trademark Office.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:


Be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor confirms that as of the Effective Date, it did assign, transfer and deliver to Assignee all of its right, title and interest in and to the Marks and the U.S. Trademark Registrations and application identified on Schedule A, together with the goodwill of the business of Assignor to which the Marks, registrations and application pertained.

Said Assignor hereby agrees, without further consideration, to sign all lawful papers and perform all other lawful acts which the Assignee may request, to make this

Assignment fully effective, including without limitation, prompt execution of all other documents necessary to effect the intent of this Assignment.

IN WITNESS WHEREOF, the Assignor has caused this Confirmatory Trademark Assignment to be duly executed on the 31st day of January, 2002 by the undersigned, a duly authorized officer of the Assignor on the Effective Date recited above.

OPTEL, INC.

By: 
Name: **David J. Curtin**
Title **Executive Vice President**

SCHEDULE A

<u>Mark</u>	<u>Registration/Application No.</u>	<u>Date</u>
TVMAX	1,930,535	April 3, 2001
TVMAX	2,046,896	March 25, 1997
OPTEL	2,327,579	March 14, 2000
OPTEL	74/543,343	Filed: June 28, 1994
CUSTOMSAVER	2,441,563	April 3, 2001

199727.1

TOTAL P.08

RECORDED: 05/01/2002

TRADEMARK
REEL: 2504 FRAME: 0571