

Form PTO-1594

(Rev. 03/01)

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

Tab settings

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent 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):

Williams Communications, LLC

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware Limited Liability Company

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

2. Name and address of receiving party(ies)

Name: WillTel Communications Group Inc.

Internal

Address:

Street Address: 4485 E. Sahara

City: Las Vegas State: Nevada Zip: _____

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Nevada
- 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 28, 2003

Effective Date: Jan. 1, 2003

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

A. Trademark Application No.(s)

See Attached List

B. Trademark Registration No.(s)

See Attached List

Additional number(s) attached Yes No

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

Name: Christine F. Benton

Internal Address: Clifford Chance US LLP

Street Address: 200 Park Avenue

City: New York State: NY Zip: 10166

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41).....\$ 790

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1843

(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.

Christine F. Benton

Name of Person Signing



Signature

4/1/03

Date

Total number of pages including cover sheet, attachments, and document: 19

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

U.S. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>
ADSVIEW	2,546,680
CYCLE-SAT	1,466,634
DEDICATED LITE	2,321,598
FIRST VIDEO	1,784,986
FIRST VIDEO & DESIGN	2,283,034
FLEX-CIR	2,339,356
GLOBAL ACCESS	2,226,815
GLOBAL SHUTLE	2,352,579
IBEAM	2,336,725
IBEAM BROADCASTING	2,306,604
MEDIAXTRANET	2,514,484
NATIONAL GATEWAY	1,420,451
PACIFICVISION	2,065,588
THE CATCH SERVER	2,569,456
V & DESIGN	2,281,216
V F & DESIGN	2,281,219
VENUENET	1,977,269
VIDGITAL	2,033,067
VIRTUAL TELEPORT	2,060,832
VYVX	1,595,720
VYVX & DESIGN	1,929,143
VYVX MEDIAXTRANET	2,524,363
WHEN IT'S VIDEO, VYVX IT	2,392,636

U.S. TRADEMARK APPLICATIONS

<u>MARK</u>	<u>APP. NO.</u>
SERIOUS BANDWIDTH	76/459,636
STREAMING THE BEST OF YOUR BUSINESS	76/189,110
THE CATCH SERVER	76/111,191
THE ONLY WHOLESALE-ONLY MULTI-SERVICE NETWORK	76/111,190
VIDEOVPN	76/189,111
VYVXIN VIEW	76/162,979
WE HAVE. WE CAN. WE WILL.	76/377,215
WHERE YOUR MEDIA LIVES	75/939,861

ASSIGNMENT

This is an Assignment of certain intellectual property rights to WilTel Communications Group, Inc. ("GROUP"), a Nevada corporation having its principal place of business at 4485 E. Sahara, Las Vegas, Nevada, from Williams Communications, LLC ("LLC"), a Delaware limited liability company having its principal place of business at One Technology Center, Tulsa, OK 74103, effective as of January 1, 2003.

WHEREAS, LLC is the owner of the trademark applications and registrations set forth in the attached Exhibit A (the "Trademarks"), the patents and patent applications set forth in Exhibit B (the "Patents"), and the software and associated copyright registrations set forth in Exhibit C and associated copyrights (the "Software"); and

WHEREAS, GROUP is desirous of acquiring and LLC is desirous of assigning to GROUP all right, title, and interest in and to the Patents, the Software, and the Trademarks, including the goodwill of the business associated with the Trademarks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, LLC does hereby **SELL, ASSIGN AND CONVEY** unto GROUP all right, title, and interest in the United States and throughout all countries of the world to:

1. The Trademarks, including the goodwill of the business symbolized by the Trademarks;
2. The Patents, including any continuations, divisionals, reissues, and reexaminations issuing from the Patents and any foreign counterpart applications and foreign patents issued therefrom;
3. The Software, including the source code, object code and all instructions relevant to assembling or compiling the source code and all other available documentation and instructions relevant to the use thereof;

- 4. All income, royalties, damages and payments now or hereafter due or payable with respect to the Trademarks, Patents, or Software; and
- 5. All rights of action (either in law or equity) on account of past, present and future infringement of the Trademarks, Patents, or Software.

EXECUTED on the dates indicated below beside the signature.

WILLIAMS COMMUNICATIONS, LLC



By: *H.E. Scruggs*

Title: *Sr VP*

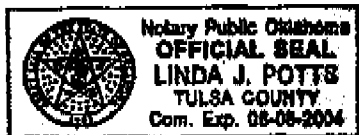
Date: *1/28/03*

THE STATE OF OKLAHOMA

COUNTY OF TULSA

Before me, the undersigned authority, on this *28th* day of *Jan.*, 2003 personally appeared *H.E. Scruggs*, who being by me first duly sworn declared that he is the *Sr. V.P.* of Williams Communications, LLC, and acknowledged to me that he executed the foregoing Assignment for the purposes therein expressed.

(Notary Seal)



Linda J. Potts
Notary Public, State of Oklahoma

ASSIGNMENT

This is an Assignment of certain intellectual property rights to WiTel Communications Group, Inc. ("GROUP"), a Nevada corporation having its principal place of business at 4485 E. Sahara, Las Vegas, Nevada, from Williams Communications, LLC ("LLC"), a Delaware limited liability company having its principal place of business at One Technology Center, Tulsa, OK 74103, effective as of January 1, 2003.

WHEREAS, LLC is the owner of the trademark applications and registrations set forth in the attached Exhibit A (the "Trademarks"), the patents and patent applications set forth in Exhibit B (the "Patents"), and the software and associated copyright registrations set forth in Exhibit C and associated copyrights (the "Software"); and

WHEREAS, GROUP is desirous of acquiring and LLC is desirous of assigning to GROUP all right, title, and interest in and to the Patents, the Software, and the Trademarks, including the goodwill of the business associated with the Trademarks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, LLC does hereby SELL, ASSIGN AND CONVEY unto GROUP all right, title, and interest in the United States and throughout all countries of the world to:

1. The Trademarks, including the goodwill of the business symbolized by the Trademarks;
2. The Patents, including any continuations, divisionals, reissues, and reexaminations issuing from the Patents and any foreign counterpart applications and foreign patents issued therefrom;
3. The Software, including the source code, object code and all instructions relevant to assembling or compiling the source code and all other available documentation and instructions relevant to the use thereof;

- 4. All income, royalties, damages and payments now or hereafter due or payable with respect to the Trademarks, Patents, or Software; and
- 5. All rights of action (either in law or equity) on account of past, present and future infringement of the Trademarks, Patents, or Software.

EXECUTED on the dates indicated below beside the signature.

WILLIAMS COMMUNICATIONS, LLC



By: *H. E. Scruggs*

Title: SR VP

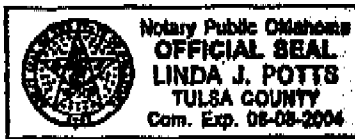
Date: 1/28/03

THE STATE OF OKLAHOMA

COUNTY OF TULSA

Before me, the undersigned authority, on this 28th day of Jan., 2003 personally appeared H. E. Scruggs, who being by me first duly sworn declared that he is the Dr. V.P. of Williams Communications, LLC, and acknowledged to me that he executed the foregoing Assignment for the purposes therein expressed.

(Notary Seal)



Linda J. Potts
Notary Public, State of Oklahoma

Exhibit A - Trademarks

TRADEMARK REGISTRATIONS

Trademark	Class	Registration Number	Registration Date	Jurisdiction
adslnView®	35	2,546,680	3/12/02	U.S.
Cycle-Sat®	39	1,466,634	11/24/87	U.S.
Dedicated Lite®	38	2,321,598	2/22/00	U.S.
First Video®	38	1,784,986	7/27/93	U.S.
First Video & design®	38	2,283,034	10/05/99	U.S.
Flex-CIR®	38	2,339,356	4/4/00	U.S.
Global Access®	38	2,226,815	7/23/99	U.S.
Global Shuttle®	35	2,352,579	5/23/00	U.S.
iBEAM®	38	2,336,725	3/28/00	U.S.
iBEAM Broadcasting® (European Community)	38	001212463	10/27/00	European Community
iBEAM Broadcasting®	38	2,306,604	1/4/00	U.S.
Maxcaster® (European Community)		001207331		European Community
mediaXtranet®	38	2,514,484	12/4/01	U.S.
National Gateway®	38	1,420,451	12/9/86	U.S.
Pacific Vision®	38	2,065,588	5/27/97	U.S.
The Catch Server®	38	2,569,456	5/14/2002	U.S.
Encircled "V"®	38	2,281,216	6/28/99	U.S.
VF & design®	38	2,281,219	6/28/99	U.S.
VenueNet®	38	1,977,269	5/28/96	U.S.
Vidigital®	38	2,033,067	1/21/97	U.S.
Virtual Teleport®	38	2,060,832	5/13/97	U.S.
Vyvx®	38	1,595,720	5/8/90	U.S.
Vyvx & design®	38	1,929,143	10/24/95	U.S.
Vyvx®First Video®Affiliate (Canada)		748178	10/18/96	Canada
Vyvx MediaXtranet®	38	2,524,363	1/1/02	U.S.
When It's Video, Vyvx It®	38	2,392,636	10/10/00	U.S.

TRADEMARK APPLICATIONS

Trademark	Class	Serial Number	Application Date	Jurisdiction
adslnView (Canada)	38	1092659	2/13/01	Canada
Admactor	38	76/170,327	10/30/01	U.S.

IP Assignment (WCLLC).doc: Assignment

iBEAM (Canada)	38	1100249	4/20/01	Canada
iBEAM Broadcasting (Canada)	38	1100248	4/20/01	Canada
Serious Bandwidth	9, 35, 38, 42	76/459636	10/21/02	U.S.
Streaming The Best of Your Business	38	76/189,110	1/3/01	U.S.
The Catch Server	9	76/111,191	8/17/00	U.S.
The Catch Server (Canada)	9	1082410	11/10/00	Canada
The Catch Server (Canada)	38	1082409	11/10/00	Canada
Video VPN	38	76/189111	1/3/01	U.S.
vyvxInView	38	76/162979	11/9/00	U.S.
vyvxInView (Canada)	38	1108467	7/3/01	Canada
vyvxInView (Japan)	38	2001-60591	7/3/01	Japan
We Have. We Can. We Will.	9, 35, 38, 42	76/377,215	1/12/02	U.S.
Where Your Media Lives	35,36,41 & 42	75/939,861	3/9/00	U.S.
The Only Wholesale-Only Multi-Service Network	38, 100, 101, 104	76/111,190	8/17/00	U.S.

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The Only Wholesale-Only Multi-Service Network	38, 100, 101, 104	76/111,190	8/17/00	U.S.

Exhibit B—Patents**ISSUED PATENTS**

Patent Number	Issue Date	Jurisdiction
6,415,289	7/2/02	U.S.
5,029,232	7/2/91	U.S.

PATENT APPLICATIONS

Serial Number	Jurisdiction
09/770,680	U.S.
09/770,682	U.S.
09/770,681	U.S.
09/770,632	U.S.
09/770,642	U.S.
PCI/US01/02852 Entered national stage	EUROPE (application)

in EP, JP, CA, and MX	01914336.1), JAPAN (application 2001- 555355), CANADA (application 2,398,373, MEXICO (application PA/a/2002/007308)
PCT/US01/02821 Entered national stage in EP, JP, CA, and MX	EUROPE (application 01908727.9), JAPAN (application 2001- 555354), CANADA, MEXICO (application PA/a/2002/007310)
09/770,645	U.S.
09/770,641	U.S.
09/770,633	U.S.
09/988,803	U.S.
PCT/US01/43189	Patent Cooperation Treaty signatories
09/594,461	U.S.
PCT/US01/19080 Entered national stage	EUROPE (application

IP Assignment (WCLLC).doc: Assignment

in EP, JP, CA, and MX	01946349.6), JAPAN, CANADA, MEXICO
09/574,307	U.S.
PCT/US01/15741 Entered national stage in EP, JP, CA, and MX	EUROPE (01937419.8, JAPAN (2001- 586844, CANADA, MEXICO (PA/a/2002/01143 8)
09/847,980	U.S.
PCT/US02/13892	Patent Cooperation Treaty signatories
09/597,853	U.S.
09/849,176	U.S.
PCT/US01/14366 Entered national stage in EP, JP, CA, and MX	EUROPE (1931048.1), JAPAN (2001- 582960), CANADA, MEXICO (PA/a/2002/01091 1)
PCT/US01/14647 Entered national stage in EP, JP, CA, and MX	EUROPE (01933113.1), JAPAN (2001- 582963), CANADA, MEXICO (PA/a/2002/01091

IP Assignment (WCLLC).doc: Assignment

	2)
09/964,232	U.S.
PCT/US02/30334	Patent Cooperation Treaty signatories

Exhibit C -- UNITED STATES COPYRIGHTS

UNITED STATES COPYRIGHTS

Work	Date of Creation	Filing Date	Jurisdiction
5.0 Authentication Plug-In V.1	November 1999	5/25/2000	U.S.
AMPS	January 2002	Mailed 10-1-02	U.S.
CIC Tracker	December 1999	Mailed 10-1-02	U.S.
Digital Exchange	April 2001	Mailed 10-1-02	U.S.
DRE	June 2001	Mailed 10-1-02	U.S.
Electronic Invoicing	October 1999	Mailed 10-1-02	U.S.
ICDS	January 2000	Mailed 10-1-02	U.S.
IDirector	January 2000	Mailed 10-1-02	U.S.
Internet Real-Time Text Transmission V.1	October 1999	6/23/2000	U.S.
IReports	January 2002	Mailed 10-1-02	U.S.
Network Build	October 2000	Mailed 10-1-02	U.S.
NextVenue Media Server Security DLL V.1	April 1999	5/25/2000	U.S.
NextVenue W.Media Server Security DLL V.1	April 1999	5/25/2000	U.S.
One-Stop	December 2000	Mailed 10-1-02	U.S.
PMI	September 2002	Mailed 10-1-02	U.S.
Power Presenter V.1	March 2000	5/25/2000	U.S.

IP Assignment (WCLLC).doc: Assignment

Pricing	March 1998	Mailed 10-1-02	U.S.
Producer V.3	July 1997	5/25/2000	U.S.
Publisher Service V.3	July 1997	6/23/2000	U.S.
Route Master Domestic	April 2002	Mailed 10-1-02	U.S.
Route Master International	May 2001	Mailed 10-1-02	U.S.
SDA	September 1999	Mailed 10-1-02	U.S.
Service Build	Estimated Development December 2002	Mailed 10-1-02	U.S.
Telephony System V.1	January 2000	5/25/2000	U.S.
Transporter Administration V.3	July 1997	5/25/2000	U.S.
Transporter Service V.3	July 1997	5/25/2000	U.S.
UARD	January 2000	Mailed 10-1-02	U.S.
Virtual Roadshow Administration V.3	April 1999	6/23/2000	U.S.
Virtual Roadshow Client User Interface V.3	April 1999	5/25/2000	U.S.
Voice Billing	October 1999	Mailed 10-1-02	U.S.

IP Assignment (WCLLC).doc: Assignment