

Form PTO-1594  
(Rev. 10/02)

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Lightyear Communications, Inc. - Kentucky

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

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

3. Nature of conveyance:

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

Execution Date: 03/31/2004

2. Name and address of receiving party(ies)

Name: Lightyear Network Solutions, LLC

Internal Address: \_\_\_\_\_

Street Address: 1901 Eastpoint Parkway

City: Louisville State: KY Zip: 40223

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other Limited liability company

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

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

A. Trademark Application No.(s) See Schedule A  
attached

B. Trademark Registration No.(s) See Schedule A  
attached

Additional number(s) attached  Yes  No

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

Name: McBrayer McGinnis Leslie & Kirkland

Internal Address: W. Brent Rice

Street Address: 201 E. Main Street, Suite 1000

City: Lexington State: KY Zip: 40502

6. Total number of applications and registrations involved:

23

7. Total fee (37 CFR 3.41) \$ 590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Martin B. Tucker  
Name of Person Signing

  
Signature

4/6/04  
Date

Total number of pages including cover sheet, attachments, and document: 12

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

**Addendum to Trademark Recordation Form Cover Sheet**

Item 1: Name of Conveying Parties:

Lightyear Communications of Virginia, Inc.-Corporation

Lightyear Telecommunications, LLC-Limited Liability Company

**SCHEDULE A****Trademarks and Trademark Registrations**

<u>Trademark or Service Mark</u>	<u>Registrations - United States Patent and Trademark Office</u>	
	<u>Registration No.</u>	<u>Registration Date</u>
LIGHTYEAR (CHILD)	2,800,648	12/30/2003
LIGHTYEAR (PARENT)	2,759,286	9/2/2003
LIGHTYEAR BIZLOCAL	2,660,588	12/10/2002
UNI DIAL	1,973,789	5/14/1996
COMMUNICATIONS UNIDIAL	1,968,667	4/16/1996

<u>Trademark or Service Mark</u>	<u>Pending Applications - United States Patent and Trademark Office</u>	
	<u>Serial No.</u>	<u>Filing Date</u>
LIGHTYEARHOME	76/502,813	2/4/2004
LIGHTYEAR (CHILD)	75/981,072	3/6/2000
LIGHTYEAR (PARENT)	75/936,635	3/6/2000
LIGHTYEAR BIZLOCAL	76/246,490	4/24/2001
LIGHTYEAR	76/118,343	8/29/2000
SMARTSTREAM		
LIGHTYEAR	75/981,071	3/6/2000

<u>Trademark or Service Mark</u>	<u>Abandoned or Withdrawn - United States Patent and Trademark Office</u>	
	<u>Registration or Serial No.</u>	<u>Filing Date</u>
LIGHTYEAR	76/118,343	8/29/2000
SMARTSTREAM		
LIGHTYEAR	76/118,342	8/29/2000
SMARTSTREAM		
BRIGHTSTREAM	76/105,751	8/8/2000
BRIGHTSTREAM	76/105,764	8/8/2000
EDGE ATM	76/163,095	11/9/2000
TECHNOLOGY		
EDGE ATM	76/162,729	11/9/2000
TECHNOLOGY		
LIGHTYEAR'S	76/105,766	8/8/2000
BRIGHTSTREAM		
LIGHTYEAR'S	76,105,763	8/8/2000
BRIGHTSTREAM		
UNIDATA	75/734,916	6/23/1999
UNIPOWER (STYLIZED)	75/627,249	1/25/1999
UNIVERGE	75/936,137	3/6/2000
WILCALL	1,890,680	4/18/1995

### ASSIGNMENT OF TRADEMARKS

**WHEREAS, LIGHTYEAR COMMUNICATIONS, INC.**, a Kentucky corporation, **LIGHTYEAR COMMUNICATIONS OF VIRGINIA, INC.**, a Virginia corporation and **LIGHTYEAR TELECOMMUNICATIONS, LLC**, a Delaware limited liability company (collectively, the "Assignors"), are the owners of certain trademarks and applications therefor listed on Exhibit A-1 attached hereto and by this reference incorporated herein (the "Trademarks"); and

**WHEREAS, LIGHTYEAR NETWORK SOLUTIONS, LLC**, a Kentucky limited liability company ("Assignee"), is desirous of acquiring the entire interest of Assignors in and to the Trademarks; and

**WHEREAS**, contemporaneously with the execution and delivery of this Agreement, Assignors and Assignee have consummated the transactions contemplated by that certain Asset Purchase Agreement dated as of July 30, 2003, pursuant to which Assignee has purchased substantially all of the assets of Assignors, including the Trademarks;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignors, by these presents do sell, assign and transfer unto Assignee all of their right, title and interest in and to the Trademarks and applications therefor, together with the goodwill of the business symbolized by the Trademarks and the registrations thereof, the same to be held and enjoyed by Assignee, for its own use and benefit and that of its successors, assigns and legal representatives. Assignors do hereby covenant and agree with Assignee to execute and deliver such other and further instruments and to take such other and further actions as may be reasonably necessary and appropriate to transfer the Trademarks, at Assignee's sole expense.

**[SPACE INTENTIONALLY LEFT BLANK; SIGNATURES ON FOLLOWING PAGE]**



COMMONWEALTH OF KENTUCKY )  
 ) SS:  
COUNTY OF ~~JEFFERSON~~ Fayette )

The foregoing instrument was subscribed, sworn to, and acknowledged before me on this the \_\_\_ day of March, 2004 by J. Sherman Henderson, as President of **LIGHTYEAR COMMUNICATIONS OF VIRGINIA, INC.**, a Virginia corporation, for and on behalf of the corporation.

My Commission expires: 1/12/08  
Michelle Supter  
Notary Public

COMMONWEALTH OF KENTUCKY )  
 ) SS:  
COUNTY OF ~~JEFFERSON~~ Fayette )

The foregoing instrument was subscribed, sworn to, and acknowledged before me on this the \_\_\_ day of March, 2004 by J. Sherman Henderson, as President of **LIGHTYEAR TELECOMMUNICATIONS, LLC**, a Delaware limited liability company, for and on behalf of the limited liability company.

My Commission expires: 1/12/08  
Michelle Supter  
Notary Public

S:\MBT\Lightyear\Closing\Acquisition\ASSIGNMENT OF TRADEMARKS.doc

**Exhibit A-1  
Intellectual Properties**

COUNTRY	REFERENCE# <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
Trademark Report by Mark Status: <b>ACTIVE</b>							
COUNTRY	REFERENCE# <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
UNITED STATES	LIGHTYEARHOME Awaiting notice of allowance	02-04-04	76502,813			PENDING	09,036,038
09 - telephones; telephone equipment, namely, receptionist consoles, switches, and receivers; integrated access devices, namely, equipment which integrates multiple voice and data communications through a single transmission source; routers; equipment that converts frames of digital data; uninterrupted power sources; network interface panels; and housing for all the aforementioned equipment 036 - telephone calling card services 038 - voice, data, internet, and video communications services, namely, local and long distance telephone services; telephone voice messaging services; audio, video and internet conferencing services; and transmission, monitoring and maintenance of voice, data, internet and video communications							
UNITED STATES	T02303US0 Affidavit of Use due 12-30-2008-09	03/06/2000	75981,072	12-30-03	2,800,648	ALLOWED	036,037,038,042
036 - telephone calling card services 037 -- Maintenance of computer software 038 - voice, data, internet, and video communications services, namely, local and long distance telephone services; telephone voice messaging services; audio, video and internet conferencing services; and transmission, monitoring and maintenance of voice, data, internet and video communications 042 - communications services, namely, consultation in the field of voice, data, internet, and video communications; web hosting services for others							
UNITED STATES	T02303US1 Statement of Use or Extension due 4-16-2004	03/06/2000	75981,071			ALLOWED	09
09 - telephones; telephone equipment, namely, receptionist consoles, switches, and receivers; integrated access devices, namely, equipment which integrates multiple voice and data communications through a single transmission source; routers; equipment that converts frames of digital data; uninterrupted power sources; network interface panels; and housing for all the aforementioned equipment							
UNITED STATES	T02064US0	03/08/2000	76935,635	9-2-03	2,759,286	ALLOWED	09

## Exhibit A-1 Intellectual Properties

COUNTRY	REFERENCE# <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
	Affidavit of Use due 9-2-2008-09						
	09 - communications software, namely, computer software for Internet access; communications software, namely, software which enable users to search, sort and map information concerning voice and data communications						
<b>LIGHTYEAR BIZLOCAL</b>							
UNITED STATES	T02134US0	04/24/2001	76/246,490	12-10-02	2,660,588	ALLOWED	38
	Affidavit of Use due 12-10-2007-08						
	Renewal due 12-10-2012						
	38 - communications services, namely, local telephone services						
<b>LIGHTYEAR SMARTSTREAM</b>							
UNITED STATES	T02028US0	06/29/2000	76/118,343			WITHDRAWN	09
	09/19/2002 N.O.A. STATUS CHK						
	09 - communications software, namely, computer software for Internet access or for use with telecommunications connections to a global computer network or intranet network; telephones and telephone equipment, namely, reconfigurable consoles, switches, and receivers; integrated access devices, namely, equipment which integrates multiple voice, data and Internet communications through a single transmission source; routers; equipment that converts frames of digital data; uninterrupted power sources; network interface panels; and housing for all of the aforementioned equipment						
<b>UNIDIAL COMMUNICATIONS</b>							
UNITED STATES	T02057US0	06/30/1995	74/695,604	05/14/1996	1,973,789	REGISTERED	38
	05/14/2002 AFFIDAVIT OF USE						
	38 - long distance telephone services and telephone communication services						
<b>UNIDIAL</b>							
UNITED STATES	T02058US0	06/30/1995	74/695,459	04/16/1996	1,968,667	REGISTERED	38
	10/16/2002 AFFIDAVIT OF USE						
	38 - long distance telephone services and telephone communication services						

Page 2 of 6

Schedule 7



**Exhibit A-1  
Intellectual Properties**

COUNTRY	REFERENCE# Next Action Due	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
END OF ACTIVE MARK REPORT							
<b>All Trademarks</b>							
COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
United States	T02013US0	08/08/2000	78/105,751			ABANDONED	09
		09 - communications software; telephones; telephone equipment					
United States	T02013US1	08/08/2000	78/105,764			ABANDONED	38
		38 - voice and data communications services; local and long distance telephone services; calling card services; conference calling services; communications services via a global computer network					
<b>Edge A.T.M. Technology</b>							
United States	T02039US0	11/09/2000	78/163,085			ABANDONED	09
		09 - telecommunications equipment, namely, computer hardware and communications software used to establish and manage telecommunications connections to an integrated digital network					
United States	T02039US1	11/09/2000	78/162,729			ABANDONED	38
		38 - telecommunications services, namely, providing electronic transmission of data, video and voice messages over an integrated digital network; installation and maintenance of an integrated digital network					
<b>LIGHTYEAR [CHILD]</b>							
United States	T02303US0	03/08/2000	75/981,072			PENDING	036,038,042
		036 - telephone calling card services					
		038 - voice, data, internet, and video communications services, namely, local and long distance telephone services; telephone voice messaging services; audio, video and internet conferencing services; and transmission, monitoring and maintenance of voice, data, internet and video communications; web hosting services for others					
		042 - communications services, namely, consultation in the field of voice, data, internet, and video communications; web hosting services for others					

**Exhibit A-1**  
**Intellectual Properties**

COUNTRY	REFERENCE# <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
UNITED STATES	T02303US1	03/06/2000	75981,071			PENDING	09
	09 - telephones; telephone equipment, namely, receptionist consoles, switches, and receivers; integrated access devices, namely, equipment which integrates multiple voice and data communications through a single transmission source; routers; equipment that converts frames of digital data; uninterrupted power sources; network interface panels; and housing for all the aforementioned equipment						
<b>LIGHTYEAR (PARENT)</b>							
UNITED STATES	T02054US0	03/06/2000	75936,635			PENDING	09
	09 - communications software, namely, computer software for Internet access; communications software, namely, software which enable users to search, sort and map information concerning voice and data communications						
<b>Lightyear Bizline</b>							
UNITED STATES	T02072US0					ABANDONED	
<b>LIGHTYEAR BIZLOCAL</b>							
UNITED STATES	T02134US0	04/24/2001	76246,490			PENDING	38
	38 - communications services, namely, local telephone services						
<b>Lightyear Localink</b>							
UNITED STATES	T02082US0					ABANDONED	
<b>LIGHTYEAR SMARTSTREAM</b>							
UNITED STATES	T02026US0	08/29/2000	76718,343			PENDING	09
	09 - communications software, namely, computer software for Internet access or for use with telecommunications connections to a global computer network or Intranet network; telephones and telephone equipment, namely, receptionist consoles, switches, and receivers; integrated access devices, namely, equipment which integrates multiple voice, data and Internet communications through a single transmission source; routers; equipment that converts frames of digital data; uninterrupted power sources; network interface panels; and housing for all of the aforementioned equipment						
<b>Trademark Report by Mark</b>							
COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
UNITED STATES	T02026US1	08/29/2000	76718,342	PENDING	38,42		
	38 - voice, data, Internet, and video communications services, namely, local and long distance telephone services; telephone voice messaging services; audio, video and Internet conferencing services; transmission, monitoring and maintenance of voice, data, Internet and video communication; and providing telecommunications connections to a global computer network or an Intranet network						

**Exhibit A-1**  
**Intellectual Properties**

COUNTRY	REFERENCE# <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
	42 - communications services, namely, consultation in the field of voice, data, Internet and video communications; web hosting services for others						
	<b>Lightyear Smartstream Suffixes</b>						
UNITED STATES	T02029US0					ABANDONED	
	<b>Lightyear's Brightstream</b>						
UNITED STATES	T02012US0	08/08/2000	767105,766			ABANDONED	38
	38 - voice and data communications services; local and long distance telephone services; calling card services; conference calling services; communications services via a global computer network						
UNITED STATES	T02012US1	08/08/2000	767105,763			ABANDONED	09
	09 - communications software; telephones; telephone equipment						
	<b>UNIDIAL COMMUNICATIONS</b>						
UNITED STATES	T02057US0	06/30/1995	74/695,804	05/14/1996	1,973,789	REGISTERED	38
	38 - long distance telephone services and telephone communication services						
	<b>Unidata</b>						
UNITED STATES	T02056US0	08/23/1999	75/734,916			ABANDONED	38
	38 - telecommunications services, namely the electronic transmission of voice messages and data, and local and long distance telephone communications services						
	<b>UNIDIAL</b>						
UNITED STATES	T02058US0	06/30/1995	74/695,459	04/16/1996	1,968,667	REGISTERED	38
	38 - long distance telephone services and telephone communication services						
	<b>UniPower (Stylized)</b>						
UNITED STATES	T01175US0	01/25/1999	75/627,249			ABANDONED	36
	36 - energy brokerage featuring natural gas and electricity						
	<b>Univerge</b>						
UNITED STATES	T02055US0	03/06/2000	75/936,137			ABANDONED	09,38
	09 - communications software; telephones; telephone equipment						

Page 5 of 6

Schedule 7

**Exhibit A-1  
Intellectual Properties**

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
	<i>Next Action Dup</i>						
	38 - voice and data communication services; local and long distance telephone services; calling card services; conference calling services						
	<b>Wirecall</b>						
UNITED STATES	TQ2059USO	09/22/1993	74/438,938	04/18/1995	1,890,680	ABANDONED	38
	38 - telecommunication services; namely, long distance telephone services and telephone communication services featuring customized billing reports						

END OF ALL TRADEMARKS REPORT