

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Acquisition of Company		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Intercall, Inc.		12/31/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	West Corporation		
Street Address:	11808 Miracle Hills Drive		
City:	Omaha		
State/Country:	NEBRASKA		
Postal Code:	68154		
Entity Type:	CORPORATION: NEBRASKA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2528452	MSHOW.COM	
Registration Number:	2393773	TOGETHERWARE	
Registration Number:	2219373	M.SHOW	
CORRESPONDENCE DATA			
Fax Number:	(314)345-6060		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(314) 345-6271		
Email:	wboldtcohen@blackwellsanders.com		
Correspondent Name:	Wendy Boldt Cohen		
Address Line 1:	Blackwell Sanders Peper Martin LLP		
Address Line 2:	720 Olive Street-24th Floor		
Address Line 4:	St. Louis, MISSOURI 63101		
NAME OF SUBMITTER:	Wendy Boldt Cohen		
Signature:	/Wendy Boldt Cohen/		

CH \$90.00 2528452

900018229

TRADEMARK
REEL: 003012 FRAME: 0354

Date:

01/19/2005

Total Attachments: 10

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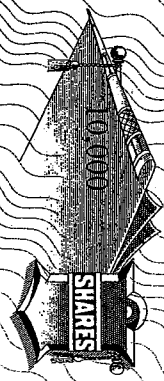
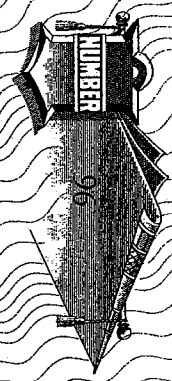
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INCORPORATED UNDER THE LAWS OF THE
STATE OF DELAWARE



INTERCALL, INC.



Ten Cities That

West Corporation

Ten Thousand (10,000)

with owner of
the Capital Stock of

InterCall, Inc.
Transferable only on the Books of the Corporation by the
holder hereon, or on a copy duly authenticated, or on
assignment of title Certificate properly endorsed

In Witness Whereof, I have hereunto set my hand and the seal of said Corporation at Omaha, Nebraska
this 15th day of December, 2003.

Chairman

Secretary

James A. Mc...

James A. Mc...

2003

Shares

\$1.00
Par Value

Each.

Irrevocable Stock Power

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers to

the following shares of capital stock of InterCall, Inc., a Delaware corporation:

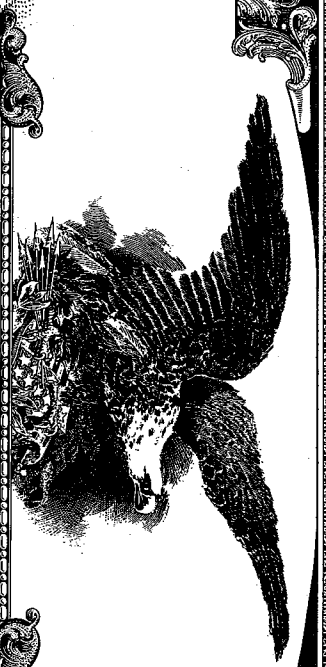
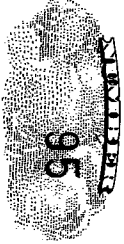
No. of Shares
10,000

Certificate No.
96

and irrevocably appoints _____ its agent and attorney-in-fact to transfer all or any part of such capital stock and to take all necessary and appropriate action effect any such transfer. The agent and attorney-in-fact may substitute and appoint one or more persons to act for it.

WEST CORPORATION,
a Delaware corporation

By: TBL
Name: Thomas B. Barker
Title: Chief Executive Officer



SEE REVERSE SIDE FOR CERTAIN DEFINITIONS

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
INTERCALL, INC.
TOTAL AUTHORIZED ISSUE
2,000,000 SHARES PAR VALUE ONE (100) CENT EACH

This is to Certify that I TC Holding Company, Inc. *is the owner of*

One hundred and no/100

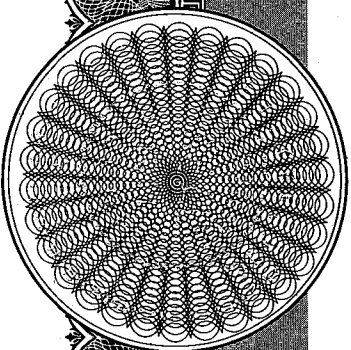
FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF
INTERCALL, INC.

*transferable on the books of the Corporation by the holder hereof, in person or by
duly authorized Attorney, upon surrender of this Certificate, properly endorsed.
Witness, the seal of the Corporation and the signatures of its duly authorized officers.*

Dated December 19, 1997

Robert Carr
SECRETARY

SE
VICE - PRESIDENT



TRADEMARK

Irrevocable Stock Power

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers to

the following shares of capital stock of InterCall, Inc. a Delaware corporation:

No. of Shares

100

Certificate No.

95

and irrevocable appoints _____ its agent and attorney-in-fact to transfer all or any part of such capital stock and to take all necessary and appropriate action effect any such transfer. The agent and attorney-in-fact may substitute and appoint one or more persons to act for him.

INTERCALL HOLDING CORPORATION,
a Delaware corporation

By: Paul M. Mendlik

Name: Paul M. Mendlik

Title: Chief Financial Officer, Treasurer

CERTIFICATE OF OWNERSHIP AND MERGER

InterCall, Inc., a Delaware corporation (the "Surviving Corporation"), pursuant to Section 253 of the General Corporation Law of Delaware, does hereby certify that:

FIRST: The Surviving Corporation is incorporated pursuant to the General Corporation Law of Delaware.

SECOND: The Surviving Corporation owns all of the outstanding shares of each class of the capital stock of InView, Inc., a Delaware corporation, and InterCall Web Conferencing, Inc., a Delaware corporation (the "Merging Corporations").

THIRD: The Surviving Corporation, by resolutions of its Board of Directors, duly adopted on the 26th day of December, 2003, and attached hereto as Exhibit A, determined to merge into itself the Merging Corporations on the conditions set forth in such resolutions.

FOURTH: The effective date and time of the merger described above shall be Wednesday, December 31, 2003, at 11:57 p.m.

[remainder of the page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed
by InterCall, Inc. as of this 29th day of December, 2003.

INTERCALL, INC.,
a Delaware corporation

By: 

Name: Thomas B. Barker

Title: Chief Executive Officer

EXHIBIT A

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS OF INTERCALL, INC.**

**UNANIMOUS WRITTEN CONSENT IN LIEU
OF A MEETING OF THE BOARD OF DIRECTORS
OF
INTERCALL, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board") of InterCall, Inc., a Delaware corporation (the "Company"), in lieu of holding a meeting of the Board, do hereby unanimously consent in writing, as authorized by the Delaware General Corporation Law, to the adoption of, and do hereby adopt, the following resolutions and declare the same to be in full force and effect as if adopted at a meeting of the Board:

RESOLVED, that the Board hereby approves the restructuring transaction described herein (the "Restructuring");

RESOLVED FURTHER, that, in connection with the Restructuring: (a) effective at 11:55 p.m. on Wednesday, December 31, 2003 (the "First Effective Time"), ITC Service Company, a Georgia corporation and wholly-owned subsidiary of the Company ("ITC Service Company"), and ITC Wireless, Inc., a Delaware corporation and wholly-owned subsidiary of ITC Service Company ("ITC Wireless"), shall merge with and into ITC Telecom Ventures, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("ITC Telecom"); (b) effective at 11:56 p.m. on Wednesday, December 31, 2003 (the "Second Effective Time"), ITC Telecom shall be converted into a Delaware limited liability company, ITC Telecom Ventures, LLC; (c) effective at 11:57 p.m. on Wednesday, December 31, 2003 (the "Third Effective Time"), InView, Inc. ("InView") and InterCall Web Conferencing, Inc. ("Web Conferencing"), both Delaware corporations and wholly-owned subsidiaries of the Company, shall merge with and into the Company; (d) effective at 11:58 p.m. on Wednesday, December 31, 2003 (the "Fourth Effective Time"), Scherer Communications, Inc., a Texas corporation and wholly-owned subsidiary of the Company ("Scherer"), shall merge with and into ConferenceCall.com, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("ConferenceCall"); (e) effective at 11:59 p.m. on Wednesday, December 31, 2003 (the "Fifth Effective Time"), the parent of the Company, InterCall Holding Corporation, a Delaware corporation ("InterCall Holding"), shall be merged with and into the Company; and (f) at the Fifth Effective Time, all outstanding shares of the Company common stock shall be deemed cancelled and the outstanding shares of InterCall Holding common stock, all of which are held by West Corporation, a Delaware corporation ("West"), shall be deemed to have immediately been converted to a like number of shares of Company common stock;

RESOLVED FURTHER, that the officers of the Company be, and each of them individually hereby is, authorized and directed in the name of and on behalf of the Company to take any and all actions and to execute and file any and all instruments and documents deemed necessary, proper or convenient to carry out the Restructuring as described in the foregoing resolutions, including, but not limited to, any shareholder consents, certificates of ownership and merger and plans of merger to be delivered on behalf of the Company; and

RESOLVED FURTHER, that the proper officers of the Company be, and hereby are, authorized to take such actions as may be necessary to cancel the outstanding stock certificates


of the Company on the books of the Company and to issue a stock certificate evidencing a like number of shares of Company common stock to West.

This Unanimous Written Consent may be executed by telefacsimile transmission, and such telefacsimile signatures shall be binding, of full force and effect and treated as, original signatures.

This Unanimous Written Consent may be executed in multiple counterparts, each of which will be deemed to be an original, but all of which when taken together shall constitute one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, do hereby execute and adopt this Unanimous Written Consent as of December 26, 2003.



Gary L. West



Mary E. West



Thomas B. Barker