

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Intercall Web Conferencing, Inc.		12/29/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Intercall, Inc.
Street Address:	11808 Miracle Hills Drive
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68154
Entity Type:	CORPORATION: DELAWARE

**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  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 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
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**CH \$90.00 2528452**

Signature:	/Wendy Boldt Cohen/
Date:	01/19/2005
<b>Total Attachments: 7</b> source=Web2Intercallmergerdocs#page1.tif source=Web2Intercallmergerdocs#page2.tif source=Web2Intercallmergerdocs#page3.tif source=Web2Intercallmergerdocs#page4.tif source=Web2Intercallmergerdocs#page5.tif source=Web2Intercallmergerdocs#page6.tif source=Web2Intercallmergerdocs#page7.tif	

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"INTERCALL WEB CONFERENCING, INC.", A DELAWARE CORPORATION,  
"INVIEW, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INTERCALL, INC." UNDER THE NAME OF  
"INTERCALL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 1:48  
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF DECEMBER, A.D. 2003, AT 11:57 O'CLOCK P.M.



3493021 8100M

050024486

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3617885

DATE: 01-13-05

**TRADEMARK**  
**REEL: 003012 FRAME: 0401**

**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 26<sup>th</sup> 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 29<sup>th</sup> 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.

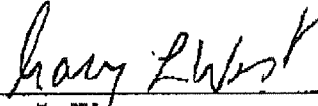
This Unanimous Written Consent may be executed by telefacsimile transmission, and such telefacsimile signatures shall be binding, of full force and effect and treated as, original signatures.

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]



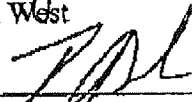
IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, do hereby execute and adopt this Unanimous Written Consent as of December 26, 2003.



\_\_\_\_\_  
Gary L. West



\_\_\_\_\_  
Mary E. West



\_\_\_\_\_  
Thomas B. Barker