

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Attention, LLC		12/31/2004	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	West Corporation		
Street Address:	11808 Miracle Hills Drive		
City:	Omaha		
State/Country:	NEBRASKA		
Postal Code:	68154		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2403970	ATTENTION	
CORRESPONDENCE DATA			
Fax Number:	(314)345-6060		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	314-345-6000		
Email:	wboldtcohen@blackwellsanders.com		
Correspondent Name:	Wendy Boldt Cohen		
Address Line 1:	720 Olive St.		
Address Line 2:	24th Floor		
Address Line 4:	St. Louis, MISSOURI 63101		
NAME OF SUBMITTER:	Wendy Boldt Cohen		
Signature:	/Wendy Boldt Cohen/		
Date:	04/19/2005		

CH \$40.00 2403970

900023317

TRADEMARK
REEL: 003069 FRAME: 0014

Total Attachments: 10

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**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
NATIONAL ASSET MANAGEMENT ENTERPRISES, INC.,
A GEORGIA CORPORATION,
ATTENTION, LLC,
A GEORGIA LIMITED LIABILITY COMPANY,
ATTENTION III, LLC,
A GEORGIA LIMITED LIABILITY COMPANY,
WORLDWIDE ASSET MANAGEMENT, LLC,
A GEORGIA LIMITED LIABILITY COMPANY,
AND
WEST ASSET MANAGEMENT, INC.,
A DELAWARE CORPORATION**

1. National Asset Management Enterprises, Inc., a Georgia corporation ("NAM"), Attention, LLC, a Georgia limited liability company ("Attention"), Attention III, LLC, a Georgia limited liability company ("Attention III"), and Worldwide Asset Management, LLC, a Georgia limited liability company ("WAM" and together with NAM, Attention and Attention III, the "Merging Companies"), shall merge with and into West Asset Management, Inc., a Delaware corporation (the "Surviving Corporation"), pursuant to this Agreement and Plan of Merger and in accordance with Delaware and Georgia law. This Agreement and Plan of Merger is intended to be and meets the requirements of an agreement of merger under Delaware law and a plan of merger under Georgia law.

2. The merger shall be effective at 11:59 p.m. on December 31, 2004 (the "Effective Time").

3. The corporate existence of the Surviving Corporation shall not be affected by the merger.

4. The separate existence of each of the Merging Companies shall cease at the Effective Time.

5. The Certificate of Incorporation of the Surviving Corporation, as in effect at the Effective Time, shall remain in effect, unaltered, as the charter of the Surviving Corporation, subject to its later amendment in accordance with the General Corporation Law of Delaware.

6. The Bylaws of the Surviving Corporation, as in effect at the Effective Time, shall remain in effect, unaltered, as the Bylaws of the Surviving Corporation until such Bylaws thereafter are amended or repealed in accordance with the General Corporation Law of Delaware or such Bylaws.

7. From and after the Effective Time, the Board of Directors of the Surviving Corporation shall consist of the persons who were serving as directors of the Surviving Corporation immediately prior to the Effective Time, and such persons shall hold office in accordance with the Bylaws of the Corporation until their successors are elected or until their

earlier resignation or removal. From and after the Effective Time, the officers of the Surviving Corporation shall consist of the persons who were serving in such capacities immediately prior to the Effective Time, and such persons shall hold office until the appointment of their respective successors or until their earlier resignation or removal.

8. At the Effective Time, any membership interests (in the case of Attention, Attention III, and WAM), and all shares of common stock (in the case of NAM), of the Merging Companies which are outstanding immediately prior to the Effective Time shall, by virtue of the merger, be canceled; and no interests, obligations, or other securities of the Surviving Corporation or any other company and no cash or other property shall be issued or paid with respect to such canceled membership interests and canceled shares of common stock.

9. At the Effective Time, the title to all real estate and other property owned by the Merging Companies shall be vested in the Surviving Corporation without reversion or impairment.

10. At and after the Effective Time, the Surviving Corporation shall have all of the liabilities of the Surviving Corporation and each of the Merging Companies.

11. A proceeding pending against any of the Merging Companies at the Effective Time may be continued as if the merger had not occurred, or the Surviving Corporation may be substituted for any of the Merging Companies in such proceeding.

12. This Agreement and Plan of Merger may be terminated and the merger may be abandoned at any time prior to the Effective Time of the merger pursuant to Delaware law, and the articles of merger pursuant to Georgia law, by consent of each of the Merging Companies and the Surviving Corporation, expressed by action of their respective Boards of Directors or Managers and without further action of their respective stockholders, shareholders, or members, even if the merger has been approved by the stockholders, shareholders or members of the Surviving Corporation and the Merging Companies.

13. If this Agreement and Plan of Merger is terminated and the merger is abandoned pursuant to the provisions of this Agreement and Plan of Merger, then this Agreement and Plan of Merger thenceforth shall be null and void; and there shall be no liability with respect to the Agreement and Plan of Merger on the part of the corporations or companies which are parties to this Agreement and Plan of Merger or their respective stockholders, shareholders, members, directors, managers or officers.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of December 20, 2004.

NATIONAL ASSET MANAGEMENT
ENTERPRISES, INC.
a Georgia corporation

By: Paul Mendlik
Name: Paul M. Mendlik
Title: Chief Financial Officer and Treasurer

ATTENTION, LLC
a Georgia limited liability company

By: Paul Mendlik
Name: Paul M. Mendlik
Title: Manager

ATTENTION III LLC
a Georgia limited liability company

By: _____
Name: James F. Richards
Title: Manager

WORLDWIDE ASSET MANAGEMENT, LLC,
a Georgia limited liability company

By: Paul Mendlik
Name: Paul M. Mendlik
Title: Manager

WEST ASSET MANAGEMENT, INC.,
a Delaware corporation

By: Paul Mendlik
Name: Paul M. Mendlik
Title: Chief Financial Officer and Treasurer

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of December 20, 2004.

NATIONAL ASSET MANAGEMENT
ENTERPRISES, INC.
a Georgia corporation

By: _____
Name: Paul M. Mendlik
Title: Chief Financial Officer and Treasurer

ATTENTION, LLC
a Georgia limited liability company

By: _____
Name: Paul M. Mendlik
Title: Manager

ATTENTION III, LLC
a Georgia limited liability company

By: James F. Richards
Name: James F. Richards
Title: Manager

WORLDWIDE ASSET MANAGEMENT, LLC,
a Georgia limited liability company

By: _____
Name: Paul M. Mendlik
Title: Manager

WEST ASSET MANAGEMENT, INC.,
a Delaware corporation

By: _____
Name: Paul M. Mendlik
Title: Chief Financial Officer and 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]

OM-164509-1

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:48 PM 12/29/2003
FILED 01:48 PM 12/29/2003
SRV 030839574 - 2259054 FILE

DEC. 29. 2003 12:26PM

BLACKWELL SANDERS 5950

NO. 0007 P. 4/8

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

DEC. 29. 2003 12:26PV

BLACKWELL SANDERS 5050

NO. 0007 P. 5/8

EXHIBIT A

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

OM-164509-1

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**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

DEC. 29. 2003 12:27PM

BLACKWELL SANDERS 5050

NO. 0007 P. 7/8

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.

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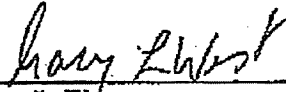
OM-164717-1

DEC. 29. 2003 12:27PM

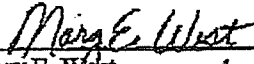
BLACKWELL SANDERS 5050

NNO. 0007 P.P. 8/8

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