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U.S. Department of Commerce  
Patent and Trademark Office

03-08-1999



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original documents or copy thereof.

To the Holder of U.S. Patent & TMO/TM Mail Rcpt Dt. #33 and

receiving party(ies):

MRD 3.8.99

1. Name of conveying party(ies):  
 Shared Technologies Fairchild Telecom, Inc.  
 (f/k/a VSI Corporation)  
 45025 Aviation Drive, Suite 400  
 Dulles, Virginia 20166

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

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

Name: Fairchild Holding Corp.

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

Street Address: 45025 Aviation Drive, Suite 400

City: Dulles State: MA ZIP: 20166

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

3. Nature of conveyance:

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

Execution Date: March 2, 1999

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)

B. Trademark registration No.(s)  
1,114,373

Additional numbers attached?  Yes  No

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

Name: T. Maria Lam, Esq.

Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: ..... 1

7. Total fee (37 CFR 3.41): ..... \$40  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
06-1446

(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.*

T. Maria Lam, Esq.                              [Signature]                              March 5, 1999  
 Name of Person Signing                              Signature                              Date

Total number of pages comprising cover sheet ..... 1

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TRADEMARK ASSIGNMENT

This Assignment is made by Shared Technologies Fairchild Telecom, Inc. ("Assignor"), formerly known as VSI Corporation, a Delaware corporation with its principal place of business at 45025 Aviation Drive, Suite 450, Dulles, Virginia 20166 USA, to Fairchild Holding Corp. ("Assignee"), a Delaware corporation with offices at 45025 Aviation Drive, Suite 400, Dulles, Virginia 20166 USA.

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns to the Assignee, and/or confirms its assignment to the Assignee, of all its right, title, and interest in and to the following mark:

<u>Mark</u>	<u>U.S. Registration No.</u>
EB	1,114,373

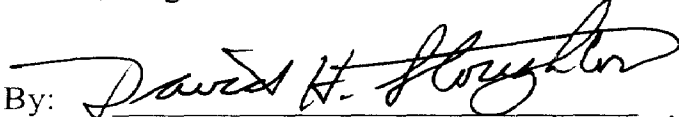
and the Assignor hereby assigns to the Assignee all of its right, title and interest in and to the above-indicated U.S. registration of such mark and all renewals thereof, the goodwill of the business associated with the use of, and symbolized by, such mark and all rights of action accrued and to accrue under and by virtue thereof, including, without limitation, the right to sue and recover for past infringement of said mark.

This assignment shall be deemed effective as of March 13, 1996.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as an instrument under seal.

Shared Technologies Fairchild Telecom, Inc.  
(formerly VSI Corporation)  
45025 Aviation Drive, Suite 450  
Dulles, Virginia 20166-7558, USA

Date: March 2, 1999

By:   
Name: DAVID H. STOUGHTON  
Title: VICE PRESIDENT