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DEPARTMENT OF COMMERCE

U.S. Patent & TMO/FCI/TM Mail Rcpt Dt. #

Patent and Trademark Office

TRADEMARKS ONLY

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

1. Name of conveying party(ies):

FirstTel Corporation
100 Marine Parkway, Suite 400
Redwood Shores, California 94065

Corporation - State
 Other _____

Add'l name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Northern Telecom Inc.

Internal Address: _____

Street Address: Northern Telecom Plaza
200 Athens Way

City: Nashville State: Tennessee ZIP: 37228

Corporation - State Delaware

Other: _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 18, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: _____

Internal Address: _____

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard
Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41)\$ \$140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

02-2666

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.

Lori N. Boatright
Name of Person Signing

[Signature]
Signature

3-9-99
Date

Total number of pages including cover sheet, attachments, and document: - 5 -

03/29/1999 DNGUYEN 00000168 75400662

01 FC:481 40.00 DP
02 FC:482 100.00 DP

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on 3/11/99 (Date of Deposit)

Name of applicant, assignee, or Registered Rep.
[Signature] 3/11/99
Signature Date

TRADEMARK
REEL: 1875 FRAME: 0334

NOTICE OF SECURITY INTEREST IN PATENTS AND TRADEMARKS

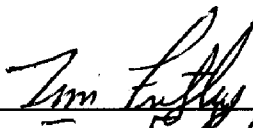
NOTICE IS HEREBY GIVEN that FirstTel Systems Corporation, a California corporation (the "Borrower") with an office located at 100 Marine Parkway, Suite 400, Redwood Shores, California 94065, and Northern Telecom Inc., a Delaware corporation (the "Secured Party"), with an office located at Northern Telecom Plaza, 200 Athens Way, Nashville, Tennessee 37228, have entered into a Security Agreement dated as of March 5, 1996 (as amended from time to time, the "Security Agreement").

Pursuant to the Security Agreement, the Borrower has granted, conveyed, pledged, assigned and transferred to the Secured Party a security interest in (a) the registered patents, applications for registration of patents, and licenses of registered patents listed in Schedule A hereto, and (b) the registered trademarks and service marks, applications for registration of trademarks and service marks, and licenses of registered trademarks and service marks listed in Schedule B hereto, together with the goodwill of the business symbolized thereby, to secure the payment, performance and observance of the Secured Obligations as defined in the Security Agreement.

The Commissioner of Patents and Trademarks is requested to record this notice in its records.

Dated: February 18, 1999

FIRSTTEL SYSTEMS CORPORATION,
a California corporation

By: 
Name: Tim Fritzeley
Title: Chief Executive Officer

Security Agreement - Schedule 3.1.3A

**SCHEDULE A
TO
NOTICE OF SECURITY INTEREST IN PATENTS AND TRADEMARKS
FROM
FIRSTTEL SYSTEMS CORPORATION**

1. Patents.

Patent	Registration No.	Registration Date
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2. Applications for Federal Registration of Patents.

Patent	Serial No.	Filing Date
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Security Agreement - Schedule 3.1.3A

**SCHEDULE B
TO
NOTICE OF SECURITY INTEREST IN PATENTS AND TRADEMARKS
FROM
FIRSTTEL SYSTEMS CORPORATION**

1. **Federal Trademark and Service Mark Registrations.**

Trademark/Service Mark	Registration No.	Registration Date
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2. **Trademark and Service Mark Applications for Federal Registration.**

Trademark/Service Mark	Serial No.	Filing Date
THE FIRST NAME IN SERVICE DELIVERY SYSTEMS	75/400862	12/5/97
TELPAC	75/394992	11/24/97
FIRSTTEL	75/400864	12/5/97
FIRSTTEL & DESIGN	75/427262	2/2/98
NETEXPRESS	75/427193	2/2/98

Security Agreement - Schedule 3.1.3A

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Mateo } ss.

On 2/18/99, before me, Cynthia Guglielmo,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Timothy D. Fritz & Co
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

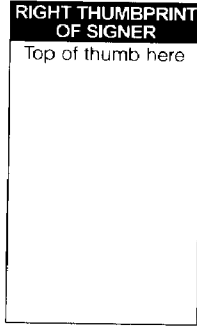
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____