



Tab settings → → → ▼ ▼

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

1. Name of conveying party(ies):

PAC-WEST TELECOM, INC.

NRD 6.18.99

- Individual(s)
- General Partnership
- Corporation-State California
- Other _____

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: June 15, 1999

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

Name: UNION BANK OF CALIFORNIA, N.A.

Internal Address: _____

Street Address: 1800 Harrison Street, Suite 1400

City: Oakland State: CA ZIP: 94612-3429

- Individual(s) citizenship _____
- Association national bank
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

75/332,213
75/573,724

Additional numbers

B. Trademark Registration No.(s)

1,984,023
2,196,532

Yes No

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

Name: MATTHEW DICKSTEIN, ESQ.

Internal Address: _____

Street Address: GRAHAM & JAMES LLP

ONE MARITIME PLAZA, SUITE 300

City: SAN FRANCISCO State: CA ZIP: 94111

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

4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1850

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.

MATTHEW DICKSTEIN, ESQ.

Name of Person Signing

Signature

June 18, 1999

Date

Total number of pages including cover sheet, attachments, and

3

TRADEMARK

**SECURITY ASSIGNMENT
WITH RESPECT TO TRADEMARKS**

Docket Number (optional)

PAC-WEST TELECOMM, INC., a California corporation ("Debtor"), with an address at: 4210 Coronado Avenue, Stockton, California 95204, has registered, or applied for registration for, United States Trademarks with respect to the trademarks set forth on Exhibit A hereto.

Debtor, in consideration of certain financial accommodations given to Debtor by UNION BANK OF CALIFORNIA, N.A. ("Secured Party"), as agent ("Agent") for itself and certain other financial institutions (the "Lenders"), which Secured Party has an address 1800 Harrison Street, Suite 1400, Oakland, California 94612-3429, has granted, and hereby grants, to Secured Party, as Agent for the Lenders, pursuant hereto and to the terms of that certain Loan and Security Agreement, dated as of even date herewith, between Debtor, Secured Party and the Lenders (the "Loan and Security Agreement"), a security interest and lien in all of Debtor's now owned or hereafter acquired: (i) trademarks, trade names, trade styles and service marks; prints and labels on which said trademarks, trade names, trade styles and service marks appear, have appeared or will appear; designs and general intangibles of a like nature; applications, registrations and recordings relating to the foregoing in the PTO or in any similar office or agency of the United States, any state thereof, any political subdivision thereof or in any other country or political subdivision thereof; and all reissues, extensions and renewals of any of the foregoing; including, without limitation, those trademarks, terms, designs and applications set forth on Exhibit A hereto; (ii) the goodwill of the business symbolized by each of the foregoing trademarks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing such trademarks; (iii) all present and future license agreements pertaining to the foregoing; (iv) all claims, causes of action and rights to sue for past, present and future infringement or unconsented use of any of the foregoing and all rights pertaining thereto; (v) all general intangibles, intangible intellectual property, and other similar property of Debtor of any kind or nature, whether now owned or hereafter acquired or developed, associated with or arising out of any of the foregoing and not otherwise described above; and (vi) all proceeds of any of the foregoing, including, without limitation, all license royalties and proceeds of infringement suits.

All terms and provisions of this Instrument shall be subject to the terms and provisions of the Loan and Security Agreement, to which reference is hereby made for the complete understanding of Debtor and Secured Party with respect to the subject matter hereof.

Executed this 15th day of June, 1999.

UNION BANK OF CALIFORNIA, N.A.

PAC-WEST TELECOMM, INC.

By: Gail Fletcher

Name: Gail L. Fletcher
Title: Vice President

By: Dennis Meyer

Name: DENNIS MEYER
Title: Vice President, Finance

EXHIBIT A

Servicemark: "PAC WEST"
Registration Date: July 2, 1996
Registration No.: 1,984,023

Servicemark: "HEARMAIL"
Registration Date: October 13, 1998
Registration No.: 2,196,532

Servicemark: "DIAL TO WIN"
Filing Date: July 24, 1997
Application No.: 75/332,213

Servicemark: "SUPER POP"
Filing Date: October 20, 1998
Application No.: 75/573,724

111/174314.01.00
060999/0905/24516.00401