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RECORDATIC
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04-14-2000

Docket No.:

889-100



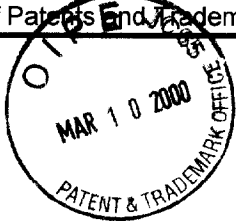
101320720

original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademark.

1. Name of conveying party(ies):

France Telecom



- Individual(s)
- General Partnership
- Corporation-State **France**
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: **16 November 199**

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

Name: **RCOM**

Internal Address: **92100 Boulogne Billancourt France**

Street Address:

City: State: ZIP:

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **France**
- 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)

B. Trademark Registration No.(s)

1,904,137

Additional numbers Yes No

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

Name: **Donald N. Huff**

Internal Address: **Watson Cole Grindle Watson, P.L.L.C**

Street Address: **1400 K Street, N.W.**

Tenth Floor

City: **Washington** State: **DC** ZIP: **20005**

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

7. Total fee (37 CFR 3.41): \$ **\$40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

04/12/2000 DNGUYEN 00000390 1904137

01 FC:481 40.00 DP

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.

Donald N. Huff

Name of Person Signing

Signature

9 MAR '00

Date

Total number of pages including cover sheet, attachments, and



TRADEMARK

REEL: 002050 FRAME: 0407

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
Trademark Examining Division

In re Registration for

Mark: SPHERIS

Registrant by Assignment: SPHERIS

Registration No. 1,904,137

Registered: 11 July 1995

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Donald N. Huff and the firm of Watson Cole Grindle Watson, P.L.L.C., whose postal address is 1400 K Street, N.W., Tenth Floor, Washington, D.C. 20005-2477, are hereby designated registrant's domestic representatives upon whom notices of process in proceedings affecting the mark may be served.

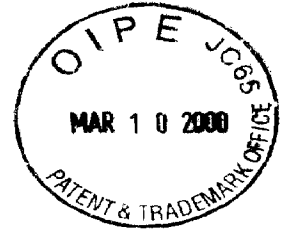
POWER OF ATTORNEY

The undersigned officer of Registrant revokes all prior Powers in this registration and hereby appoints Donald N. Huff, Lawrence R. Radanovic, Richard H. Tushin, John P. DeLuca, Michael Bergman, Sandra S. Snapp, Walter D. Ames, Roy W. Butrum and the law firm of WATSON COLE GRINDLE WATSON, P.L.L.C., 1400 K Street, N.W., Tenth Floor, Washington, D.C. 20005-2477, as its attorneys to transact all business in the Patent and Trademark Office in connection with the above-identified application and to represent applicant for purposes of filing affidavits of use and/or incontestability, and application of renewal, and in any subsequent proceedings with respect to said application,

including, but not limited to, cancellations and interferences.

SEND CORRESPONDENCE TO:

Donald N. Huff
WATSON COLE GRINDLE WATSON, P.L.L.C.
1400 K Street, N.W.
Tenth Floor
Washington, D.C. 20005



DECLARATION

The undersigned officer of registrant, states that he has the authority to make the above designation of domestic representative, revocation of prior Powers and execution of a new Power of Attorney; that all statements made herein to his own knowledge are true and that all statements made herein on information and belief are believed to be true; and further that these statements were made in the knowledge that willful false statements and the like so made are punishable by fine or imprisonment or both under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any registration resulting therefrom.

SPHERIS

A handwritten signature in black ink, appearing to read "Hery Bernard", written over a horizontal line.

By: _____

Name: Hery Bernard

Title: Président Directeur Général

Dated: 07 janvier 2000

ASSIGNMENT OF TRADEMARK

WHEREAS, France Telecom, a corporation of France (hereinafter ASSIGNOR), having a principal place of business at 6, Place d'Alleray-75015, Paris, France, is the owner of the trademark rights and goodwill in and to the following U.S. trademark application (THE TRADEMARK):

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REGISTERED</u>
SPHERIS	1,904,137	11 July 1995

WHEREAS, RCOM (hereinafter ASSIGNEE), a corporation of France, having a principal place of business at 92100 Boulogne Billancourt, France, is desirous of formally acquiring the said trademark rights and goodwill in and to THE TRADEMARK by express assignment;

NOW, THEREFORE, for good and valuable consideration in hand receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over unto ASSIGNEE, its legal representatives, successors, and assigns, all trademark rights in and to said THE TRADEMARK, together with the business symbolized thereby and goodwill appurtenant thereto, the right to sue and recover for damages for past infringement thereof, all applications to register same, and all licenses and other agreements relating to same.

On behalf of assignor , I set my hand at the date below entered,

ASSIGNOR:

France Telecom

Beatrice Fenu

Name: Beatrice LEOPOLD FENU

Title: Head of Department
Brand and Intellectual
Property Rights TRADEMARK

REEL: 002050 FRAME: 0410

16 November 1999

Date

DE :

RÉPERTOIRE DES MÉTIERS

DEMANDE D'IMMATRICULATION
 INSCRIPTION DE MENTION DE CONJOINT COLLABORATEUR (Personnes Physiques uniquement)

DÉCLARATION DE MODIFICATION

DEMANDE DE RADIATION
 RADIATION DE MENTION DE CONJOINT COLLABORATEUR (Personnes Physiques uniquement)

<p>STAGE D'INITIATION A LA GESTION (article 2 de la loi du 23/12/82)</p> <p>Attestation - date de délivrance : . . .</p> <p>Dispense - motif de la dispense : . . .</p>	<p>en cas de DÉCISION du PRÉSIDENT de la CHAMBRE DE MÉTIERS (article 11 du décret du 10.06.83)</p> <p>Date du dépôt de la demande : . . .</p> <p>Demande de renseignements complémentaires : . . .</p>	<p>en cas de PASSAGE EN COMMISSION DU RÉPERTOIRE DES MÉTIERS (articles 12 et 13 du décret du 10.06.83)</p> <p>Date de la transmission à la Commission de Répertoire : . . .</p> <p>Date de la notification : . . .</p> <p>Paiement de la redevance en F . . .</p> <p><input type="checkbox"/> espèces <input type="checkbox"/> chèque bancaire <input type="checkbox"/> chèque postal</p> <p>Reference du Registre à souches . . .</p>
<p>PIÈCES JUSTIFICATIVES :</p>	<p>Production des renseignements demandés :</p> <p>Date limite de la décision du Président : . . .</p> <p>DÉCISION DU PRÉSIDENT :</p> <p>P.V. n° . . . en date du : . . .</p> <p><input type="checkbox"/> Accord <input type="checkbox"/> Rejet</p>	<p>Affichage du . . .</p> <p>au . . .</p>

La conformité des déclarations ci-annexées avec les pièces justificatives produites en application des règlements a été vérifiée sous notre responsabilité

DATE DE L'INSCRIPTION :
Le Président de la Chambre de Métiers :

CADRE RÉSERVÉ
A L'INSTITUT
NATIONAL
DE LA PROPRIÉTÉ
INDUSTRIELLE

6 DEC. 1999

NATIONAL

AU REGISTRE

CADRE RÉSERVÉ

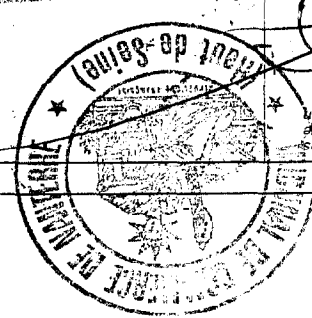
PAR LE GREFFIER DU TRIBUNAL DE COMMERCE DE NANTERRE

LE 02 DEC. 1999

COMMERCE DE NANTERRE

02 DEC. 1999

DEPOT N°



PIÈCES JUSTIFICATIVES : 2-29-30

ACTIVITES RÈGLEMENTÉES (pièce n° 24) :

DATE DE DÉPÔT DES STATUTS :

OBSERVATIONS DU GREFFIER :

NOTA : Les Greffiers et l'Institut National de la Propriété Industrielle sont désignés et seuls habilités à délivrer à toute personne qui en fait la demande des certificats, copies ou extraits des inscriptions portées au registre et actes déposés en annexe, sauf en ce qui concerne les inscriptions radiées, qui sont communiquées dans les conditions fixées par l'arrêté (du 24 septembre 1984), prévu à l'article 88 (décret n° 84-406 du 30 mai 1984, art. 67)

Numéro d'arrivée au Greffe : 44814

<input type="checkbox"/> CORRIGTION	<input type="checkbox"/> COMPLEMENTAIRE	<input checked="" type="checkbox"/> INSCRIPTION	<input type="checkbox"/> SECONDAIRE	<input type="checkbox"/> PRINCIPALE	<input type="checkbox"/> IMMATRICULATION
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Date d'arrivée au Greffe :

REGISTRE DU COMMERCE ET DES SOCIÉTÉS

988905

MARK TRIBUNAL DE COMMERCE DE NANTERRE

DE :

CODE GREFFE :

REEL: 002050 FRAME: 0411

Côté réservé au Greffier

NUMERO D'IMMATRICULATION RCS :
 NOM OU DENOMINATION :
 Numero de référence :
 SIGLE :

Translation made by Bernard SOYER,
English conversant

Puerto Rico on January 16, 2000

A handwritten signature in black ink, appearing to be 'Bernard Soyer', written in a cursive style with a horizontal line extending to the right.

BERNARD SOYER

TRADE and COMPANY Registrar

Registration complementary
 amendment

(seal) Trade Court of Nanterre
Hauts de Seine

(seal)
Clerk of Nanterre's Court Office

2 December 1999

(seal)
Sworn copy made by the
Clerk of the Nanterre's Trade Court

6 December 1999

Declaration of amendment

Company : identification specifications

Registration number.....

RCS 354 016 768 RCS NANTERRE

① Identification / if necessary new identification
on November 23, 1999

former identification

Corporate name : SPHERIS

corporate name : RCOM

Head Office

73/77, rue de Sèvres
92100 BOULOGNE BILLANCOURT

② Type of company : S.A.

Main activities of the company : Furnishing of materials, softwares, services in the
field of data processing in France and abroad.

Number of employees : 50

③ Trade Name

Date of amendment : november 22, 1999

Turn over : 500 000

Duration : 99 years

14

Main activities : furnishing of materials, softwares, services in the field of data processing
in France and abroad.

Done in Paris
On November 26, 1999

Signing :