

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VarTec Telecom, Inc.		06/07/2006	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Comtel Telcom Assets LP		
Street Address:	433 E. Las Colinas Blvd.		
Internal Address:	Suite 1300		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	LIMITED PARTNERSHIP: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2449543	9TALK	
CORRESPONDENCE DATA			
Fax Number:	(202)339-6052		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-625-3500		
Email:	valerie.purdy@kattenlaw.com		
Correspondent Name:	Valerie A. Purdy, Trademark Paralegal		
Address Line 1:	1025 Thomas Jefferson St., NW		
Address Line 2:	Suite 700 - East Lobby		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20007-5201		
ATTORNEY DOCKET NUMBER:	333717.00006 9TALK		
NAME OF SUBMITTER:	Valerie A. Purdy, Trademark Paralegal		
Signature:	/valerie a. purdy/		

CH \$40.00 2449543

Date:

04/23/2007

Total Attachments: 14

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IP BILL OF SALE AND ASSIGNMENT AND ASSUMPTION

This IP Bill of Sale and Assignment and Assumption is made and entered into as of June 7, 2006, by and among VarTec Telecom, Inc., a Texas corporation ("Parent"), Excel Communications Marketing, Inc., a Delaware corporation, Excel Management Service, Inc., a Delaware corporation, Excel Products, Inc., a Delaware corporation, Excel Telecommunications, Inc., a Texas corporation, Excel Telecommunications of Virginia, Inc., a Virginia corporation, Excel Teleservices, Inc., a Delaware corporation, Excelcom, Inc., a Delaware corporation, Telco Communications Group, Inc., a Virginia corporation, Telco Network Services, Inc., a Nevada corporation, VarTec Business Trust, a Delaware corporation, VarTec Properties, Inc., a Texas corporation, VarTec Resource Services, Inc., a Delaware corporation, VarTec Solutions, Inc., a Delaware corporation, VarTec Telecom Holding Company, a Delaware corporation, VarTec Telecom International Holding Company, a Delaware corporation, VarTec Telecom of Virginia, Inc., a Virginia corporation (each a "Subsidiary" and together with Parent, the "Assignors"), and Comtel Telecom Assets LP, a Texas limited partnership and successor-in-interest to Comtel Investments LLC (the "Assignee"). Capitalized terms used but not otherwise defined herein have the respective meanings ascribed to such terms in the Purchase Agreement (as defined herein).

RECITALS

WHEREAS, Parent and each Subsidiary have filed voluntary petitions (the "Petitions") for relief pursuant to Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code"), in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court"), all of which are being jointly administered pursuant to order of the Bankruptcy Court under Case No. 04-81694-SAF-11 (the "Bankruptcy Case");

WHEREAS, the Bankruptcy Court approved in its order, entered on June 30, 2005, the sale of certain assets of the Assignors to the highest and best bidder at an auction (the "Auction");

WHEREAS, the Assignee was determined to have submitted the highest and best bid at the Auction;

WHEREAS, the Bankruptcy Court, in an Order entered on July 29, 2005, approved the terms of the Asset Purchase Agreement, dated July 25, 2005, by and among the Assignors and the Assignee (the "Purchase Agreement"), the sale of the Acquired Assets to the Assignee and the assumption of the Assumed Liabilities by the Assignee pursuant to Section 363 of the Bankruptcy Code; and

WHEREAS, the Acquired Assets include the certain Trademarks, Copyrights, and Patents set forth on Schedule A, attached hereto (the "Registered Intellectual Property") that are to be assigned from each of the Assignors to Assignee.

NOW, THEREFORE, in consideration of the sums set forth in the Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, subject to the terms and conditions of the Purchase Agreement, the parties agree as follows:

1. Assignment. Each of Assignors does hereby assign and transfer to Assignee, its successors and assigns, all rights, title and interest in and to the Registered Intellectual Property, including, but not limited to, the applications for and registrations thereof, together with the goodwill of the business symbolized by said Registered Intellectual Property as successor to the ongoing and existing business or portion thereof to which the Registered Intellectual Property pertains and Assignee does hereby assume all Assumed Liabilities relating thereto.

2. Further Action. Assignee's authority hereunder shall include, without limitation, the authority to execute and receive any certificate of ownership or other document to transfer title to any of the Registered Intellectual Property assigned pursuant to this IP Bill of Sale and Assignment and Assumption, and to take any other actions necessary or incident to the powers granted to Assignee in this Bill of Sale and Assignment and Assumption.

3. Counterparts. This IP Bill of Sale and Assignment and Assumption may be executed in one or more counterparts (including by facsimile transmission), each of which will be deemed an original and all of which together will constitute one and the same instrument.

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IN WITNESS WHEREOF, the Assignors and the Assignee have executed this IP Bill of Sale and Assignment and Assumption as of the date first written above.

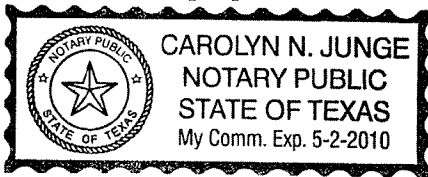
ASSIGNORS:

**VARTEC TELECOM, INC.
EXCEL COMMUNICATIONS MARKETING, INC.
EXCEL MANAGEMENT SERVICE, INC.
EXCEL PRODUCTS, INC.
EXCEL TELECOMMUNICATIONS, INC.
EXCEL TELECOMMUNICATIONS OF VIRGINIA, INC.
EXCEL TELESERVICES, INC.
EXCELCOM, INC.
TELCO COMMUNICATIONS GROUP, INC.
TELCO NETWORK SERVICES, INC.
VARTEC BUSINESS TRUST
VARTEC PROPERTIES, INC.
VARTEC RESOURCE SERVICES, INC.
VARTEC SOLUTIONS, INC.
VARTEC TELECOM HOLDING COMPANY
VARTEC TELECOM INTERNATIONAL HOLDING COMPANY
VARTEC TELECOM OF VIRGINIA, INC.**

By: Michael G. Hoffman
Name: Michael G. Hoffman
Title: President & CEO

State of Texas §
County of Dallas §

Before me this 2nd day of June, 2006 personally appeared Michael G. Hoffman, known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.



Carolyn N. Junge
Notary Public
My Commission Expires: 5/2/10

[Notary's Seal Here]

ASSIGNEE:

COMTEL TELCOM ASSETS LP

By: COMETL ASSETS INC. its General Partner

By: [Signature]
 Name: John Jenkins
 Title: CAB

State of Texas §
 County of Dallas §
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Before me this 7th day of JUNE, 2006 personally appeared John Jenkins, known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.



[Signature]
 Notary Public
 My Commission Expires: 09/29/07

[Notary's Seal Here]

SCHEDULE A
to
IP Bill of Sale and Assignment and Assumption

TRADEMARK	CLASS	GOODS/SERVICES	APPLICATION	APP DATE	REG	REG DATE	STATUS	REGISTRANT OR ASSIGNEE	COUNTRY
VARTREC TELECOM - US - PENDING TRADEMARK APPLICATION	38	Telecommunications services, namely, providing long distance telephone services in International Class 38.	76316267	22-May-03			Published	VarTrec Business Trust, Trustees of the	USA
QUORLINE (APPLICATION)	38	Long distance and local telecommunications services and providing telecommunications connections to a global computer network.	76324130	11-Oct-01			Allowed	VarTrec Business Trust, Trustees of the	USA
YOURLINE (APPLICATION)	38	Telecommunications services, namely, providing long distance telephone services in International Class 38.	76488373	7-Feb-03			Allowed	VarTrec Business Trust, Trustees of the	USA
VARTALK (APPLICATION)	38	Long distance and local telecommunications services and providing telecommunications connections to a global computer network.	76324131	11-Oct-01			Allowed	VarTrec Business Trust, Trustees of the	USA

VARTREC TELECOM - US - REGISTERED MARKS - LIVE (live marks listed generally from most active recent usage to least)

SVIzved V Logo (new)	38	Providing telecommunications connections to a global computer network; long distance telecommunications service for residential and business applications; prepaid long distance telecommunications service; providing multiuser access to a global computer information network	75926020	23-Feb-00	2608568	20-Aug-02	Registered	VarTrec Business Trust, Trustees of the	USA
SVIzved V Logo (Old)	38	long distance telecommunications services	74346612	8-Jan-93	1791922	7-Sep-93	Registered	VarTrec Telecom, Inc.	USA
VARTEC	38	telecommunications services, namely telephone communication and electronic transmission of data and documents via computer terminals	75472825	23-Apr-98	2224433	16-Feb-99	Registered	VarTrec Telecom, Inc.	USA
VARTEC TELECOM	38	long distance telecommunications services	74346608	8-Jan-93	1791920	7-Sep-93	Registered	VarTrec Telecom, Inc.	USA
ONE CHOICE	38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	75391783	17-Nov-97	2304866	6-Nov-01	Registered	VarTrec Telecom, Inc.	USA
ONECHOICE & Design	38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	76243702	19-Apr-01	2520071	18-Dec-01	Registered	VarTrec Business Trust, Trustees of the	USA
ONECHOICE	38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	76243701	19-Apr-01	2515300	4-Dec-01	Registered	VarTrec Business Trust, Trustees of the	USA
1 ONE CHOICE SVIzved	38	long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	75338790	11-Aug-97	2220202	26-Jan-99	Registered	VarTrec Telecom, Inc.	USA
CLEAR CHOICE COMMUNICATIONS	38	long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	75103560	13-May-96	2296313	30-Sep-99	Registered	VarTrec Telecom, Inc.	USA
FIVELINE	38	long distance telecommunications services, namely, long distance telephone services and providing telecommunications connections to a global computer network							

TRADEMARK	CLASS	GOODS/SERVICES	APPLICATION	APP DATE	REG	REG DATE	STATUS	REGISTRANT OR ASSIGNEE	COUNTRY
FIVELINE IN GOD WE TRUST LIBERTY 1999 & Coin Design	38	Telecommunications services, namely: telephone communication and electronic transmission of data and documents via computer terminals	75823022	14-Oct-99	240339	3-Apr-01	Registered	VarTec Business Trust, Trustees of the	USA
FIVELINE									

10-10-811 (discont. for 10-10-297)	38	Telecommunications services, namely: telephone communication and electronic transmission of data and documents via computer terminal	75648722	25-Feb-99	2401084	31-Oct-00	Registered	VarTec Telecom, Inc.	USA
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10-10-636	38	Telecommunications services, namely: telephone communication and electronic transmission of data and documents via computer terminal	75648723	25-Feb-99	2386640	12-Sep-00	Registered	VarTec Telecom, Inc.	USA
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10-10-818	38	Telecommunications services, namely: telephone communication and electronic transmission of data and documents via computer terminal	75648719	25-Feb-99	2386639	12-Sep-00	Registered	VarTec Telecom, Inc.	USA
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5TALK & Design	38	Telecommunications services, namely: telephone communication and electronic transmission of data and documents via computer terminals	76153699	25-Oct-00	2536055	5-Feb-02	Registered	VarTec Business Trust, Trustees of the	USA
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5TIME	38	Telecommunications services, namely: telephone communication and electronic transmission of data and documents via computer terminals	75684396	15-Apr-99	2314785	1-Feb-00	Registered	VarTec Telecom, Inc.	USA
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TELEPHONE EXPRESS	38	Telecommunications services, namely: providing long distance telephone service for others	74732222	21-Sep-95	2175944	28-Jul-98	Registered	VarTec Business Trust, Trustees of the	USA
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TELEPHONE EXPRESS & Two Bar Design	38	Telecommunications services, namely: telephone communications and facsimile transmissions	74393646	24-May-93	1863964	22-Nov-94	Registered	VarTec Telecom, Inc.	USA
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VARTEC VARSITY LINE	38	long distance telecommunications services, namely, long distance telephone services and providing access to a computer network via a modem	75168703	19-Sep-96	2128454	13-Jan-98	Registered	VarTec Telecom, Inc.	USA
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V VARTREC VARSITY LINE & Design	38	telecommunications services, namely: telephone communication and electronic transmission of data and documents via computer terminals	75549571	8-Sep-98	2259657	6-Jul-99	Registered	VarTec Telecom, Inc.	USA
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LIBERTY LINE	38	Telecommunications services, namely: telephone communication and electronic transmission of data and documents via computer terminals	76275721	21-Jun-01	2624332	24-Sep-02	Registered	VarTec Business Trust, Trustees of the	USA
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DIMELINE	38	long distance telecommunication services	74669005	2-May-95	1938128	20-Feb-96	Registered	VarTec Telecom, Inc.	USA
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HELLOLINE Stylized	38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications connections to a global computer network	76153698	25-Oct-00	2759480	2-Sep-03	Registered	Excel Holdings, Inc.	USA
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PENNY EXPRESS	38	telecommunications services	74384243	29-Apr-93	1823226	22-Feb-94	Registered	VarTec Telecom, Inc.	USA
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CLEAR N' DIRECT	38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	75382309	31-Oct-97	2235396	23-Mar-99	Registered	VarTec Telecom, Inc.	USA
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TRADEMARK	CLASS	GOODS/SERVICES	APPLICATION	APP. DATE	REG. NO.	REG. DATE	STATUS	REGISTRANT OR ASSIGNEE	COUNTRY
CALL DIRECT	38	long distance telecommunications services, namely, long distance telephone services and providing access to a computer network via a modem	75042643	5-Jan-96	2085411	5-Aug-97	Registered	VarTec Telecom, Inc.	USA
HOME DIRECT & Design	38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75942329	13-Mar-00	2435194	13-Mar-01	Registered	VarTec Business Trust, Trustees of the	USA
PHONE PASS (usage/MCI license?)	38	long distance debit cards	74346611	8-Jan-93	1932451	7-Sep-95	Registered	VarTec Telecom, Inc.	USA
CALLING PASS	38	pre-paid long distance telephone communication services	74360515	18-Feb-93	1910799	8-Aug-95	Registered	VarTec Telecom, Inc.	USA
INFOPASS	38	prepaid calling card service for use by end users to obtain information or technical support from a business at a pre-established, single destination	74669004	2-May-95	2024606	17-Dec-96	Registered	VarTec Telecom, Inc.	USA
5 & DIME	38	Long distance telecommunications services, namely, long distance telephone services and providing telecommunications access to a computer network via a modem	75398170	26-Nov-97	2294697	23-Nov-99	Registered	VarTec Business Trust, Trustees of the	USA
DIME WORKS	38	long distance telecommunications services, namely, long distance telephone services	73124087	24-Jun-96	2092916	2-Sep-97	Registered	VarTec Telecom, Inc.	USA
DIME AMERICA	38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75419502	20-Jan-98	2302734	21-Dec-99	Registered	VarTec Telecom, Inc.	USA
TOLLSAVER	38	documents via computer terminals	74346610	8-Jan-93	1791921	7-Sep-93	Registered	VarTec Telecom, Inc.	USA
TOLLSAVER PLUS	38	long distance telecommunications services for business applications	74346607	8-Jan-93	1791919	7-Sep-93	Registered	VarTec Telecom, Inc.	USA
10-10-465	38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75653443	4-Mar-99	2401086	31-Oct-00	Registered	VarTec Telecom, Inc.	USA
10-10-595	38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75648718	25-Feb-99	2401083	31-Oct-00	Registered	VarTec Telecom, Inc.	USA
9 TALK & Design	38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75653779	4-Mar-99	2329099	14-Mar-00	Registered	VarTec Telecom, Inc.	USA
9TALK	38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75471087	17-Apr-98	2449543	8-May-01	Registered	VarTec Telecom, Inc.	USA
10 TALK	38	Telecommunications services, namely, telephone communication and electronic transmission of data and documents via computer terminals	75256879	13-Mar-97	2225023	23-Feb-99	Registered	VarTec Telecom, Inc.	USA
WHERE EVERY CALL MAKES A DIFFERENCE	38	telecommunications services, namely, long distance telephone services for others	75185081	21-Oct-96	2491002	18-Sep-01	Registered	VarTec Telecom, Inc.	USA
SMALL CHANGE	38	long distance telecommunications services, namely, long distance telephone services and electronic transmission of data and documents via computer terminals	75304527	6-Jun-97	2171278	7-Jul-98	Registered	VarTec Telecom, Inc.	USA

TRADEMARK

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TRADEMARK	CLASS	GOODS/SERVICES	APPLICATION	APP. DATE	REG. NO.	REG. DATE	STATUS	REGISTRANT OR ASSIGNEE	COUNTRY
VARTEC LOYALTY PAGER	38	paging services	75274670	14-Apr-97	2139155	24-Feb-98	Registered	Vartec Telecom, Inc.	USA
VARTEC SIGNATURE SERIES	38	long distance telecommunications services, namely, long distance telephone services and providing telecommunications connections to a global computer network	75106107	17-May-96	2092852	2-Sept-97	Registered	Vartec Telecom, Inc.	USA
SEND-A-SONG	41	personalized pre-recorded telephone messages combined with a musical recording	7444056	5-Oct-93	1847925	2-Aug-94	Registered	Vartec Interactive, Inc.	USA
WEB AMERICA NETWORKS (LIVE)	38 42	providing telecommunications connections to a global computer network; long distance telephone communications services for residential and business applications; prepaid long distance telephone communication services; *****	75977685	3-Jul-96	2207712	1-Dec-98	Registered	Web America Networks, Inc.	USA
GETFREE, GET FREE - claimed as service mark in current usage in connection with prepaid wireless service									

EXCEL TELECOMMUNICATIONS - US - REGISTERED MARKS (does not include marks applied for and abandoned prior to registration)

EXCEL	38	long distance telecommunications services	74078784	16-Jul-90	1648364	18-Jun-91	Registered	Excel Holdings, Inc.	USA
DIME DEAL	38	long distance telephone services	75302012	28-May-97	2215397	29-Dec-98	Registered	Excel Holdings, Inc.	USA
EXCEL ECARD	38	Prepaid telephone calling card services	78028964	4-Oct-00	2849104	6/1/2004	Registered	Excel Holdings, Inc.	USA
EXCEL'S SIMPLY 7	38	telecommunication services, namely, long distance telephone services	75569626	13-Oct-98	2365269	4-Jul-00	Registered	Excel Holdings, Inc.	USA
EXCELWORKS	38	telecommunication services, namely, facsimile transmission, storage and forwarding services; communication services, namely, electronic transmission of messages and data; electronic voice messaging, namely, the recording, storage and subsequent*****	75427935	3-Feb-98	2355866	6-Jun-00	Registered	Excel Holdings, Inc.	USA
TELWORKS	38	communication services, namely, electronic transmission of voice and data; electronic voice messaging, namely, the electronic recording, storage and subsequent transmission of voice messages	75427937	3-Feb-98	2358249	13-Jun-00	Registered	Excel Holdings, Inc.	USA
WORLDPATE	38	telephone communication long distance services	75358175	16-Sep-97	2250455	1-Jun-99	Registered	Excel Holdings, Inc.	USA
WORLDPATE ONE	38	telephone communication long distance services	75358178	16-Sep-97	2257936	29-Jun-99	Registered	Excel Holdings, Inc.	USA
EMERITUS	38 36	Telecommunications, namely, telephone communication services, long distance telephone services, network and audio conferencing services, cellular and wireless telephone services; providing frame relay connectivity services for data transfer; and providing mul	78035613	16-Nov-00	2744810	29-Jul-03	Registered	eMeritus Communications, Inc.	USA
EMERITUS COMMUNICATIONS	36 38	Telecommunications, namely, telephone communication services, long distance telephone services, network and audio conferencing services, cellular and wireless telephone	78035615	16-Nov-00	2772549	7-Oct-03	Registered	Vartec Business Trust, Trustees of the	USA

TRADEMARK	CLASS	GOODS/SERVICES	APPLICATION	APP. DATE	REG. NO.	REG. DATE	STATUS	REGISTRANT OR ASSIGNEE	COUNTRY
E Design (EXCEL)(disc)	8	services, providing frame relay connectivity services for data transfer; and providing multi pocket knives	75642132	17-Feb-99	2321416	22-Feb-00	Registered	Excel Holdings, Inc.	USA
E Design (EXCEL) (disc)	12	automobile windshield sunshades	75642385	17-Feb-99	2326140	7-Mar-00	Registered	Excel Holdings, Inc.	USA
E Design (EXCEL) (disc)	9	pre-recorded cassette tapes featuring sales training information; pre-recorded video cassettes featuring sales training information; photographic slide transparencies; mouse pads; magnets; satellite dishes; satellite receivers; and telephone line detectors	75642384	17-Feb-99	2324048	29-Feb-00	Registered	Excel Holdings, Inc.	USA
E Design (EXCEL) (disc)	14	watches and jewelry pins	75642134	17-Feb-99	2321417	22-Feb-00	Registered	Excel Holdings, Inc.	USA
E Design (EXCEL) (disc)	16	plastic transparencies; printed matter, namely, sales training kits comprised of brochures describing telecommunication services and selling telecommunication services as an independent representative and workbooks for training and use in selling*****	75642135	17-Feb-99	2338064	4-Apr-00	Registered	Excel Holdings, Inc.	USA
E Design (EXCEL)(disc)	18	plastic wallets, all purpose sports bags, duffel bags, suitcases, luggage tags, leather business card cases, and fanny packs	75642136	17-Feb-99	2324040	29-Feb-00	Registered	Excel Holdings, Inc.	USA
E Design (EXCEL)(disc)	21	coffee mugs, thermal insulated travel mugs, portable coolers, plastic cups and beverage sports bottles sold empty	75642137	17-Feb-99	2321418	22-Feb-00	Registered	Excel Holdings, Inc.	USA
E Design (EXCEL) (disc)	25	clothing, namely t-shirts, shirts, shorts, sweatshirts and caps	75642138	17-Feb-99	2321419	22-Feb-00	Registered	Excel Holdings, Inc.	USA
E Design (EXCEL)(disc)	28	balloons, golf ball holders, golf tees, divot repair kits, golf ball markers and golf balls	75642139	17-Feb-99	2326134	7-Mar-00	Registered	Excel Holdings, Inc.	USA
E Design (EXCEL)(disc)	12	license plate holders	75642148	17-Feb-99	2324041	29-Feb-00	Registered	Excel Holdings, Inc.	USA
EXCEL	12	license plate frames sold directly to independent representatives [of] * for * telecommunication services	75327667	21-Jul-97	2327576	14-Mar-00	Registered	Excel Holdings, Inc.	USA
EXCEL	21	coffee mugs, thermal insulated travel mugs, portable coolers, plastic cups and beverage sports bottles sold empty or offered empty as promotional goods for telecommunication services	75327629	21-Jul-97	2726133	17-Jun-03	Registered	Excel Holdings, Inc.	USA
EXCEL	9	pre-recorded audio sales training cassette tapes, pre-recorded sales training videotapes, and photographic business presentation slide transparencies and overhead transparencies relating to the selling of telecommunication services; computer access*****	75327861	21-Jul-97	2244260	11-May-99	Registered	Excel Holdings, Inc.	USA
EXCEL	8	pocket knives	75327668	21-Jul-97	2193556	6-Oct-98	Registered	Excel Holdings, Inc.	USA

TRADEMARK

TRADEMARK	CLASS	GOODS/SERVICES	APPLICATION	APP DATE	REG	REG DATE	STATUS	REGISTRANT OR ASSIGNEE	COUNTRY
EXCEL	28	balloons	75327664	21-Jul-97	2217069	12-Jan-99	Registered	Excel Holdings, Inc.	USA
EXCEL	14	watches & jewelry pins	75327632	21-Jul-97	2195387	13-Oct-98	Registered	Excel Holdings, Inc.	USA
EXCEL	16	printed matter, namely, sales training kits comprised of brochures describing telecommunication services and selling telecommunications services as an independent representative and workbooks for training and use in selling services** interior foldable, accordion automobile sun shield	75327631	21-Jul-97	2337051	4-Apr-00	Registered	Excel Holdings, Inc.	USA
EXCEL	12	interior foldable, accordion automobile sun shield	75327860	21-Jul-97	2208473	8-Dec-98	Registered	Excel Holdings, Inc.	USA
EXCEL (PETITION TO CANCEL PEND)	25	clothing, namely, T-shirts, shirts, slacks, sweaters and caps sold directly to independent resellers of telecommunications services	75327628	21-Jul-97	2256420	29-Jun-99	Registered	Excel Holdings, Inc.	USA
EXCEL & Design 1 (GLOBE) (PET CANG)	25	clothing sold directly to independent resellers of telecommunications services	75689209	21-Apr-99	2388930	2-Jul-02	Registered	Excel Holdings, Inc.	USA
EXCEL CONNECTIONS	35	promotion of travel services	75118460	13-Jun-96	2179089	4-Aug-98	Registered	Excel Holdings, Inc.	USA
EXCELEBRATION	41	organizing and conducting an annual national awards program and meeting recognizing outstanding independent marketing and sales representatives; educational services, namely workshops and seminars in the field of marketing and sales promoting public awareness of the need for exercising rights in connection with a change in telecommunications carriers	75384603	4-Nov-97	2251063	8-Jun-99	Registered	Excel Holdings, Inc.	USA
LETS SLAM THE DOOR ON SLAMMING	42	workshops and seminars in the field of marketing and sales promoting public awareness of the need for exercising rights in connection with a change in telecommunications carriers	75444499	3-Feb-98	2284074	6-Jun-00	Registered	Excel Holdings, Inc.	USA
MYLINE - recent usage as service mark in connection with local and long distance telecommunications service									

TELCO COMMUNICATIONS GROUP

DIAL & SAVE Telephone Design	38	telecommunications services, namely, providing long distance telephone services at discounted prices	74463569	29-Nov-93	1895344	23-May-95	Registered	Telco Communications Group, Inc.	USA
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DIAL & SAVE	38	telecommunications services, namely providing long distance telephone services at discounted prices	74607905	7-Dec-94	2441700	10-Apr-01	Registered	Telco Communications Group, Inc.	USA
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DIAL & SAVE Rectangular Design	38	telecommunications services, namely providing long distance telephone services at discounted prices	74607906	7-Dec-94	2256418	13-Jun-00	Registered	Telco Communications Group, Inc.	USA
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PRIME BUSINESS COMMUNICATIONS	38	telecommunications, namely, providing long distance and local telephone services	75396183	25-Nov-97	2284612	12-Oct-99	Registered	Telco Communications Group, Inc.	USA
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PRIME BUSINESS COMMUNICATIONS, INC. & Design	38	telecommunications, namely providing long distance and local telephone services	75457153	25-Mar-98	2277533	14-Sep-99	Registered	Telco Communications Group, Inc.	USA
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TRADEMARK

TRADEMARK	CLASS	GOODS/SERVICES	APPLICATION	APP. DATE	REG. NO.	REG. DATE	STATUS	REGISTRANT OR ASSIGNEE	COUNTRY
PRIME BUSINESS COMMUNICATIONS, INC. & Design	16, 18, 21, 25, 28	pens; pen or pencil holders; printed booklets and workbooks in the field of telecommunications; gym bags; mugs; clothing, namely, shirts and caps; golf balls	73593775	25-Nov-98	2340434	11-Apr-00	Registered	Telco Communications Group, Inc.	USA
PRIME BUSINESS SELECT & Design	38	telecommunication services, namely, providing long distance telephone services	75193866	12-Nov-96	2276994	14-Sep-99	Registered	Telco Communications Group, Inc.	USA
PRIME BUSINESS SELECT II & Design	38	telecommunication services, namely, providing long distance telephone services	75193867	12-Nov-96	2276995	14-Sep-99	Registered	Telco Communications Group, Inc.	USA
LONG DISTANCE WHOLESALE CLUB	38	telecommunications services, namely, providing long distance telephone services at discount prices	75134701	10-Jul-96	2170716	7-Jul-98	Registered	Telco Communications Group, Inc.	USA
10297	38	long distance telephone communication services	74547642	11-Jul-94	1916838	5-Sep-95	Registered	Telco Communications Group, Inc.	USA
10297 LONG DISTANCE WHOLESALE CLUB & Design	38	telecommunications services, namely, providing long distance telephone services at discount prices	75134702	10-Jul-96	2170717	7-Jul-98	Registered	Telco Communications Group, Inc.	USA

PATENTS PENDING OR ISSUED

OWNER/ASSIGNEE	FOR/INVENTION	SERIAL/APP. NO.	DATE FILED	STATUS	PATENT REG. NO.	COUNTRY
Excelcom, Inc.	Order Entry System for Changing Communications Service	09/245,786	2/5/1999	Patent Issued - 07/04/2000	6,085,171	USA
Excel Communications, Inc.	Order Entry System for Changing Communications Service	PCT App. No. US02598 W/O0046691 (A2) W/O0046691 (A3) US08085171 (A1) GB2363651 (A) CA2361444 (A1) W/O0046691 (A2) AU3479800 (A)	8/10/2000	Did not enter European phase; refused in UK; pending in Canada		PCT International Application
Excel Communications, Inc.	Order Entry System for Changing Communications Service	CA236144	8/31/2001	Application pending; minor examiner objections to claims; annuity paid 02/2005	N/A	CANADA
Excel Communications, Inc.	Order Entry System for Changing Communications Service	121451.9; GB2363651	1/2/2000	Refused twice; withdrawn	N/A	UK
Excelcom, Inc.	System, Method and Apparatus for Monitoring and Analyzing Traffic Data from Manual Reporting Switches	09/347,249	7/2/1999	Patent Issued - 10/21/2003	6,636,486	USA
Excelcom, Inc.	Promotion System and Method/ Network Marketing Organization Promotion System	09/860,407	5/18/2001	Appeal from final rejection filed by counsel 06/15/2004; examiner response filed 09/10/2004 opening rejection should be sustained	N/A	USA

PATENTS PENDING OR ISSUED

<u>OWNER/ASSIGNEE</u>	<u>FOR/INVENTION</u>	<u>SERIAL/APP. NO.</u>	<u>DATE FILED</u>	<u>STATUS</u>	<u>PATENT REG. NO.</u>	<u>COUNTRY</u>
Excelcom, Inc.	Promotion System and Method	WO02095530 A2 - 2002-11-28 WO02095530 A3 - 2003-11-06 WO02095530 B1 - 2004-05-27 US0215092W 20020514; Priority - US20010880407 20010518	1/28/2002		N/A	International

Information is believed to be accurate but no representations or warranties are made with respect thereto.

Dallas 1129422v.1

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