

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Bill of Sale, Assignment and Assumption Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TIDE ACQUISITION CORPORATION		03/31/2007	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	MATRIX TELECOM, INC.
<b>Street Address:</b>	7171 Forest Lane, Suite 700
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75230
<b>Entity Type:</b>	CORPORATION:

**PROPERTY NUMBERS Total: 83**

Property Type	Number	Word Mark
Registration Number:	1710435	TOUCH 1
Registration Number:	2138845	BUSINESS TOUCH
Registration Number:	2138847	FIRST TOUCH
Registration Number:	2137253	PERSONAL TOUCH 800 SERVICE
Registration Number:	2293870	PURE AND SIMPLE
Registration Number:	2225680	SALLY
Registration Number:	2138848	TWILIGHT TIME
Serial Number:	75406101	SIMPLY ALL YOURS
Serial Number:	75253762	SIMPLY THE BEST
Serial Number:	75310116	PURELY INTERNATIONAL
Registration Number:	2721976	CITY OF AMERICA
Registration Number:	2369607	CLICK & LISTEN
Registration Number:	2728141	MEMBER-TO-MEMBER
Registration Number:	2727264	MYZLINE.COM

OP \$2090.00 1710435

Registration Number:	3027406	TRINSIC
Registration Number:	2405802	WEBDIAL
Registration Number:	2673315	WHY HAVE A PHONE LINE WHEN YOU CAN HAVE A Z-LINE?
Registration Number:	2411570	YOUR PERSONAL COMMUNICATIONS CENTER
Registration Number:	2425551	Z TEL COMMUNICATIONS, INC.
Registration Number:	2504055	Z-ALERTS
Registration Number:	2600286	Z-INTERNET ACCESS
Registration Number:	2654744	Z-LINE ANYWHERE
Registration Number:	2514740	Z-LINE COMPANION
Registration Number:	2539190	Z-LINE HOME EDITION
Registration Number:	2516675	Z-LINE MESSENGER
Registration Number:	2655094	Z-LINEBUSINESS
Registration Number:	2935470	Z-LINECOMMUNITY
Registration Number:	2657284	Z-LINEHOME
Registration Number:	2957023	Z-LINEMOBILE
Registration Number:	2652132	Z-LINE
Registration Number:	2625406	Z-NODE
Registration Number:	2727348	Z-TECHNOLOGY
Registration Number:	2487973	Z-TEL TECHNOLOGIES, INC.
Registration Number:	2391572	Z-TEL
Registration Number:	2514741	Z-TEL
Registration Number:	2904627	Z-VOICE MAIL
Serial Number:	78470079	TRINSIC SOLO
Registration Number:	3230607	TRINSIC
Serial Number:	78070952	Z-LINE COMMUNITY STAY CONNECTED
Registration Number:	1290807	PNX
Serial Number:	73441340	ZTEL
Serial Number:	75476903	Z-TEL
Serial Number:	78075292	ACROSS THE STREET OR ACROSS THE COUNTRY
Serial Number:	75543324	GENERATION Z
Serial Number:	75696283	MYZLINE
Serial Number:	75544128	VERSION Z.---
Serial Number:	78329860	YOUR COMMUNICATIONS BRIEFCASE
Serial Number:	75696282	YOUR PERSONAL TELECOMMUNICATIONS PORTAL

Serial Number:	75535454	Z-BASE
Serial Number:	75534402	Z-BILL PAYMENT SERVICES
Serial Number:	75530530	ZBN
Serial Number:	75530531	Z-BUDDY
Serial Number:	75516260	Z-CHAT
Serial Number:	75513819	Z-CONNECT
Serial Number:	75530527	Z-COUPON
Serial Number:	75530532	Z-DIRECTORY
Serial Number:	75544176	Z-EXTENSION
Serial Number:	75516258	Z-FAX
Serial Number:	75535455	Z-GRAM
Serial Number:	75544172	Z-LAN
Serial Number:	75535453	Z-LEC
Serial Number:	78455319	Z-LINE COMMUNITY KEEP YOUR PEOPLE CONNECTED
Serial Number:	75537229	Z-LINK
Serial Number:	75629011	Z-MAILBOX
Serial Number:	75516261	Z-MESSAGE
Serial Number:	75579850	Z-MILES
Serial Number:	75534404	Z-MINUTES
Serial Number:	75629012	Z-NET
Serial Number:	75535452	Z-NEXT
Serial Number:	75579851	Z-NOTIFY
Serial Number:	75530529	Z-NOW!
Serial Number:	75513871	Z-NUMBER
Serial Number:	75629013	Z-OD
Serial Number:	75544173	Z-ONLINE
Serial Number:	75537232	Z-PAGE
Serial Number:	75579852	Z-PARTNERS
Serial Number:	75629655	Z-TEL BUSINESS NETWORK
Serial Number:	75629656	Z-TEL DIRECT
Serial Number:	75537228	Z-TEL PRIVATE NETWORK
Serial Number:	75537231	Z-VILLAGE
Serial Number:	75516259	Z-VOICE
Serial Number:	75544177	Z-WAN
Serial Number:	75537230	Z-WEB

**TRADEMARK**

**REEL: 003748 FRAME: 0117**

CORRESPONDENCE DATA

Fax Number: (714)755-8290  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 714-540-1235  
Email: ipdocket@lw.com, kristin.azcona@lw.com  
Correspondent Name: LATHAM & WATKINS LLP  
Address Line 1: 650 Town Center Drive, 20th Floor  
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	033194-0040
NAME OF SUBMITTER:	Kristin J. Azcona
Signature:	/kja/
Date:	03/27/2008

Total Attachments: 8  
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## BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Tide Acquisition Corporation, a Delaware corporation ("Assignor"), does hereby sell, transfer, convey, assign and deliver to Matrix Telecom, Inc. ("Assignee"), a Texas corporation, all of Assignor's right, title and interest in and to the Initial Assets that were transferred to the Assignor at the Initial Closing pursuant to that certain Asset Purchase Agreement and Addendum No. 1 to Asset Purchase Agreement between Assignor, on the one hand, and Trinsic, Inc., a Delaware corporation, Trinsic Communications, Inc., a Delaware corporation, Touch 1 Communications, Inc., an Alabama corporation, Z-Tel Network Services, Inc., a Delaware corporation and Z-Tel Consumer Services, LLC, an Alabama limited liability company, on the other hand (the "Purchase Agreement"). All capitalized terms used but not defined herein shall have their respective meanings set forth in the Purchase Agreement.

WHEREAS, Assignor desires to convey, transfer, assign and deliver (collectively, "Transfer") to Assignee, as of the date hereof, all of its right, title and interest in the Initial Assets, and Assignee desires to accept and receive from Assignor such assignment and to assume each and all of the obligations of Assignor pursuant to the Initial Assets.

NOW THEREFORE, in consideration of the promises and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. **Assignment.** Effective as of the date hereof, Assignor hereby irrevocably Transfers to Assignee free and clear of all Encumbrances, other than Permitted Encumbrances, all of Assignor's right, title and interest in, to and under the Initial Assets and Assignee hereby accepts the Transfer of all of Assignor's right, title and interest in, to and under the Initial Assets.

2. **Assumption.** Assignee hereby assumes and agrees to perform and fulfill all the terms, covenants, conditions, and obligations required to be performed and fulfilled by Assignor related to the Initial Assets. In addition, Assignee hereby assumes and agrees to perform and fulfill of the Initial Liabilities.

3. **No Representations.** Assignor is Transferring the Initial Assets "AS IS" and makes no representation or warranty, express or implied, at law or in equity, in respect of the Initial Assets, including with respect to merchantability or fitness for any particular purpose, and any such other representations or warranties are expressly disclaimed.

4. **Further Actions.** At any time or from time to time after the date hereof at Assignee's reasonable request and without any requirement of further consideration, Assignor shall execute and deliver to Assignee such other instruments of transfer, conveyance and confirmation, provide such materials and information and take such other actions as Assignee may reasonably deem necessary in order to Transfer to Assignee, and to confirm Assignee's title to, all of the Initial Assets.

5. **Release of Assignor.** Assignor shall be released from all obligations, responsibilities and liabilities in connection with the Initial Assets and the Initial Liabilities arising after the date hereof.

6. **Successors and Assigns.** This Assignment shall be binding on and inure to the benefit of the parties hereto, their heirs, executors, administrators, successors in interest and assigns.

7. **Severability.** Any provision of this Assignment which is invalid or unenforceable in any jurisdiction shall be ineffective to the extent of such invalidity or unenforceability without invalidating or rendering unenforceable the remaining provisions hereof, and any such invalidity or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

8. **Amendment.** This Assignment may not be amended, modified or supplemented except by a written instrument signed by Assignor and Assignee

9. **Governing Law.** This Assignment shall be governed by and construed in accordance with the laws of the State of California (regardless of the laws that might otherwise govern under applicable California principles of conflicts of law) as to all matters, including but not limited to matters of validity, construction, effect, performance and remedies.


10. **Counterparts.** This Assignment may be executed in multiple counterparts (including by facsimile or similar means of electronic transmission), each of which shall be deemed an original, but all of which, together, shall constitute one and the same instrument, binding on the parties hereto. The signature of either party hereto to any counterpart hereof shall be deemed a signature to, and may be appended to, any other counterpart hereof.

*[Signature Page to Follow]*

IN WITNESS WHEREOF, each party has executed this Bill of Sale as of this 31st day of March, 2007.


**"ASSIGNOR"**

TIDE ACQUISITION CORPORATION

By:   
Name: Eva M. Kalawska  
Its: Vice President & Secretary

**"ASSIGNEE"**

MATRIX TELECOM, INC.

By:   
Name: Eva M. Kalawska  
Its: Vice President & Secretary

**Trademarks Assigned to Matrix:**

Trademark	Database Country	Status	Application No. Application Date	Registration No. Registration Date	Grantor
TOUCH 1	USPTO; USA	registered / renewed	74177193 6-18-91	1710435 8-25-92	Tide Acquisition Corporation
BUSINESS TOUCH	USPTO; USA	cancelled	75245351 2-21-97	2138845 2-24-98	Tide Acquisition Corporation
FIRST TOUCH	USPTO; USA	cancelled	75245512 2-21-97	2138847 2-24-98	Tide Acquisition Corporation
PERSONAL TOUCH 800 SERVICE	USPTO; USA	cancelled	75245647 2-21-97	2137253 2-17-98	Tide Acquisition Corporation
PURE AND SIMPLE	USPTO; USA	cancelled	75247635 2-25-97	2293870 11-23-99	Tide Acquisition Corporation
SALLY	USPTO; USA	cancelled	75407233 12-15-97	2225680 2-23-99	Tide Acquisition Corporation
TWILIGHT TIME	USPTO; USA	cancelled	75245513 2-21-97	2138848 2-24-98	Tide Acquisition Corporation
SIMPLY ALL YOURS	USPTO; USA	abandoned	75406101 12-15-97		Tide Acquisition Corporation
SIMPLY THE BEST	USPTO; USA	abandoned	75253762 3-7-97		Tide Acquisition Corporation
PURELY INTERNATIONAL	USPTO; USA	abandoned	75310116 6-17-97		Tide Acquisition Corporation
CITY OF AMERICA	USPTO; USA	registered	76141063 10-4-00	2721976 6-3-03	Tide Acquisition Corporation
CLICK & LISTEN	USPTO; USA	registered	75756582 7-21-99	2369607 7-18-00	Tide Acquisition Corporation
MEMBER-TO-MEMBER	USPTO; USA	registered	78070030 6-20-01	2728141 6-17-03	Tide Acquisition Corporation
MYZLINE.COM	USPTO; USA	registered	78144467 7-16-02	2727264 6-17-03	Tide Acquisition Corporation
TRINSIC	USPTO; USA	registered	78441595 6-25-04	3027406 12-13-05	Tide Acquisition Corporation
WEBDIAL	USPTO; USA	cancelled	75767041 8-3-99	2405802 11-21-00	Tide Acquisition Corporation
WHY HAVE A PHONE LINE WHEN YOU CAN HAVE A Z-LINE?	USPTO; USA	registered	78082523 9-4-01	2673315 1-7-03	Tide Acquisition Corporation
YOUR PERSONAL COMMUNICATIONS CENTER	USPTO; USA	cancelled	75813521 10-1-99	2411570 12-5-00	Tide Acquisition Corporation
Z TEL COMMUNICATIONS, INC. [WORDS & DESIGN]	USPTO; USA	registered	75513821 7-2-98	2425551 1-30-01	Tide Acquisition Corporation



Trademark	Database Country	Status	Application No. Application Date	Registration No. Registration Date	Grantor
Z-ALERTS	USPTO; USA	registered	76156793 10-31-00	2504055 11-6-01	Tide Acquisition Corporation
Z-INTERNET ACCESS	USPTO; USA	registered	76110579 8-16-00	2600286 7-30-02	Tide Acquisition Corporation
Z-LINE ANYWHERE	USPTO; USA	registered	75896714 1-13-00	2654744 11-26-02	Tide Acquisition Corporation
Z-LINE COMPANION	USPTO; USA	registered	76110575 8-16-00	2514740 12-4-01	Tide Acquisition Corporation
Z-LINE HOME EDITION	USPTO; USA	registered	75923717 2-14-00	2539190 2-19-02	Tide Acquisition Corporation
Z-LINE MESSENGER	USPTO; USA	registered	76028197 4-18-00	2516675 12-11-01	Tide Acquisition Corporation
Z-LINEBUSINESS	USPTO; USA	registered	78081329 8-27-01	2655094 11-26-02	Tide Acquisition Corporation
Z-LINECOMMUNITY	USPTO; USA	registered	78082233 8-31-01	2935470 3-22-05	Tide Acquisition Corporation
Z-LINEHOME	USPTO; USA	registered	78081328 8-27-01	2657284 12-3-02	Tide Acquisition Corporation
Z-LINEMOBILE	USPTO; USA	registered	78312677 10-13-03	2957023 5-31-05	Tide Acquisition Corporation
Z-LINE	USPTO; USA	registered	75513820 7-2-98	2652132 11-19-02	Tide Acquisition Corporation
Z-NODE	USPTO; USA	registered	75513870 7-2-98	2625406 9-24-02	Tide Acquisition Corporation
Z-TECHNOLOGY	USPTO; USA	registered	78158170 8-27-02	2727348 6-17-03	Tide Acquisition Corporation
Z-TEL TECHNOLOGIES, INC.	USPTO; USA	registered	75453878 3-20-98	2487973 9-11-01	Tide Acquisition Corporation
Z-TEL	USPTO; USA	registered	75822317 10-13-99	2391572 10-3-00	Tide Acquisition Corporation
Z-TEL [WORDS & DESIGN]	USPTO; USA	registered	76110578 8-16-00	2514741 12-4-01	Tide Acquisition Corporation
Z-VOICE MAIL	USPTO; USA	registered	78115408 3-17-02	2904627 11-23-04	Tide Acquisition Corporation
TRINSIC SOLO	USPTO; USA	abandoned	78470079 8-19-04		Tide Acquisition Corporation
TRINSIC	USPTO; USA	registered	78441609 6-25-04	3230607 4-17-07	Tide Acquisition Corporation
Z-LINE COMMUNITY STAY CONNECTED	USPTO; USA	abandoned	78070952 6-26-01		Tide Acquisition Corporation
PNX	USPTO; USA	cancelled	73435485 7-21-83	1290807 8-21-84	Tide Acquisition Corporation

Trademark	Database Country	Status	Application No. Application Date	Registration No. Registration Date	Grantor
ZTEL	USPTO; USA	abandoned	73441340 8-29-83		Tide Acquisition Corporation
Z-TEL	USPTO; USA	abandoned	75476903 4-30-98		Tide Acquisition Corporation
ACROSS THE STREET OR ACROSS THE COUNTRY	USPTO; USA	abandoned	78075292 7-23-01		Tide Acquisition Corporation
GENERATION Z	USPTO; USA	abandoned	75543324 8-26-98		Tide Acquisition Corporation
MYZLINE	USPTO; USA	abandoned	75696283 5-3-99		Tide Acquisition Corporation
VERSION Z.---	USPTO; USA	abandoned	75544128 8-27-98		Tide Acquisition Corporation
WEBDIAL®	USPTO; USA	cancelled	75767041 8-3-99	2405802 11-21-00	Tide Acquisition Corporation
YOUR COMMUNICATIONS BRIEFCASE®	USPTO; USA	abandoned	78329860 11-19-03		Tide Acquisition Corporation
YOUR PERSONAL TELECOMMUNICATIONS PORTAL	USPTO; USA	abandoned	75696282 5-3-99		Tide Acquisition Corporation
Z-BASE	USPTO; USA	abandoned	75535454 8-11-98		Tide Acquisition Corporation
Z-BILL PAYMENT SERVICES	USPTO; USA	abandoned	75534402 8-11-98		Tide Acquisition Corporation
ZBN	USPTO; USA	abandoned	75530530 8-4-98		Tide Acquisition Corporation
Z-BUDDY	USPTO; USA	abandoned	75530531 8-4-98		Tide Acquisition Corporation
Z-CHAT	USPTO; USA	abandoned	75516260 7-9-98		Tide Acquisition Corporation
Z-CONNECT	USPTO; USA	abandoned	75513819 7-2-98		Tide Acquisition Corporation
Z-COUPON	USPTO; USA	abandoned	75530527 8-4-98		Tide Acquisition Corporation
Z-DIRECTORY	USPTO; USA	abandoned	75530532 8-4-98		Tide Acquisition Corporation
Z-EXTENSION	USPTO; USA	abandoned	75544176 8-27-98		Tide Acquisition Corporation
Z-FAX	USPTO; USA	abandoned	75516258 7-9-98		Tide Acquisition Corporation
Z-GRAM	USPTO; USA	abandoned	75535455 8-11-98		Tide Acquisition Corporation

Trademark	Database Country	Status	Application No. Application Date	Registration No. Registration Date	Grantor
Z-LAN	USPTO; USA	abandoned	75544172 8-27-98		Tide Acquisition Corporation
Z-LEC	USPTO; USA	abandoned	75535453 8-11-98		Tide Acquisition Corporation
Z-LINE COMMUNITY KEEP YOUR PEOPLE CONNECTED	USPTO; USA	abandoned	78455319 7-22-04		Tide Acquisition Corporation
Z-LINE COMMUNITY STAY CONNECTED	USPTO; USA	abandoned	78070952 6-26-01		Tide Acquisition Corporation
Z-LINEMOBILE	USPTO; USA	registered	78312677 10-13-03	2957023 5-31-05	Tide Acquisition Corporation
Z-LINK	USPTO; USA	abandoned	75537229 8-14-98		Tide Acquisition Corporation
Z-MAILBOX	USPTO; USA	abandoned	75629011 1-28-99		Tide Acquisition Corporation
Z-MESSAGE	USPTO; USA	abandoned	75516261 7-9-98		Tide Acquisition Corporation
Z-MILES	USPTO; USA	abandoned	75579850 8-4-98		Tide Acquisition Corporation
Z-MINUTES	USPTO; USA	abandoned	75534404 8-11-98		Tide Acquisition Corporation
Z-NET	USPTO; USA	abandoned	75629012 1-28-99		Tide Acquisition Corporation
Z-NEXT	USPTO; USA	abandoned	75535452 8-11-98		Tide Acquisition Corporation
Z-NOTIFY	USPTO; USA	abandoned	75579851 8-4-98		Tide Acquisition Corporation
Z-NOW!	USPTO; USA	abandoned	75530529 8-4-98		Tide Acquisition Corporation
Z-NUMBER	USPTO; USA	abandoned	75513871 7-2-98		Tide Acquisition Corporation
Z-OD	USPTO; USA	abandoned	75629013 1-28-99		Tide Acquisition Corporation
Z-ONLINE	USPTO; USA	abandoned	75544173 8-27-98		Tide Acquisition Corporation
Z-PAGE	USPTO; USA	abandoned	75537232 8-14-98		Tide Acquisition Corporation
Z-PARTNERS	USPTO; USA	abandoned	75579852 8-4-98		Tide Acquisition Corporation
Z-TEL BUSINESS NETWORKS	USPTO; USA	abandoned	75629655 1-28-99		Tide Acquisition Corporation
Z-TEL DIRECT	USPTO; USA	abandoned	75629656 1-28-99		Tide Acquisition Corporation

Trademark	Database Country	Status	Application No. Application Date	Registration No. Registration Date	Grantor
Z-TEL PRIVATE NETWORK	USPTO; USA	abandoned	75537228 8-14-98		Tide Acquisition Corporation
Z-VILLAGE	USPTO; USA	abandoned	75537231 8-14-98		Tide Acquisition Corporation
Z-VOICE	USPTO; USA	abandoned	75516259 7-9-98		Tide Acquisition Corporation
Z-WAN	USPTO; USA	abandoned	75544177 8-27-98		Tide Acquisition Corporation
Z-WEB	USPTO; USA	abandoned	75537230 8-14-98		Tide Acquisition Corporation