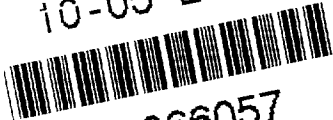


10-05-2001



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(Rev. 03-01)
OMB No. 0651-0027 (exp. 5/31/2002)

Attorney Docket No. 20360-010600, et al.
U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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):
LCI International Telecom Corp.

09/28/01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Name: Qwest Communications International Inc.
Internal Address: _____
Street Address: 1801 California Street, Suite 3800
City: Denver State: CO ZIP: 80202

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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: September 19, 2001

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s):

B. Trademark Registration No(s):
1-800-LCI-LONG 2071111

Additional numbers attached? Yes No

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

Name: Lesley S. Craig
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

6. Total number of applications and registrations involved 64

7. Total fee (37 CFR 3.41): \$1,615.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 20-1430

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Lesley S. Craig Lesley S. Craig 9/20/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 14

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002373 FRAME: 0157

3. Additional application number(s) or registration number(s):	(Continued from Page 1)
A VERY DIFFERENT LONG DISTANCE COMPANY	2169073
ADVANCED COMMUNICATIONS. CLEAR AND SIMPLE	2014959
BARGAIN CALL	1958374
CAMPUS COLLECT	2171597
CAMPUS TALK	1780601
CAMPUS TALK OPTIONS	2246555
COMPEER	2003421
CORPORATE TELEMAGEMENT	2209820
CORPORATE TELEMAGEMENT GROUP & DESIGN	1871593
MISC. DESIGN	2005875
DIGIT-1	2295613
EXACT BILLING	2416084
FRAMEPLUS	2228023
GLOBAL SAY	2245163
GLOBAL SAY	2245162
INNTEGRITY	1907623
INTEGRITY	1897765
INTEGRITY	1915461
INTEGRITY	2018619
INTEGRITY COMMUNICATIONS	1994591
INTEGRITY CORPORATE ONE	1911806
LCI	1982540
LCI@CCESS	2478741
LCI ALTERNATIVE	2049660
LCI ALTERNATIVE & DESIGN	2063103
LCI & DESIGN	2083529
LCI & DESIGN	2438969
LCI AUTHORITY	2177208
LCI DATA SERVICES & DESIGN	2117253
LCI DIFFERENCE	2247232
LCI EXTEND YOUR REACH & DESIGN	2085879
LCI GEOROUTING	2063453
LCI INTEGRITY (STYLIZED)	2063323
LCI INTERNATIONAL	2240243
LCI INTERNATIONAL & DESIGN	1804800
LCI INTERNATIONAL GOVERNMENT NETWORK SERVICES	1982539
LCI RACING & DESIGN	2154947
LCI THE INTELLIGENT NETWORK & DESIGN	2200069
LITEL	2124898
LOGIC	2198984
MILITARY TALK	2295667
OPT-FOR-LESS	2059864
Q.PASSPORT	2441765
REMOTE CONTROL	2186475
REMOTE CONTROL	2166403
SAY	2245161
SAY	2245164
SIMPLY BUSINESS	1991706
SIMPLY DIRECT	2143407
SIMPLY GUARANTEED	2101904
SIMPLY GUARANTEED PLUS	2237492
SPONSOR PROGRAM	2289263
TELEDIAL	1878274
TELEDIAL AMERICA	1478019
TELL THE WORLD	2154933
U.S. SIGNAL	1855363
USLD & DESIGN	2367550
WORLDCARD	2260618
WORLDCARD	2297429
WORLDCARD & DESIGN	2080435
WORLDCARD PLUS	2263905
WORLDCARD PLUS	2209971
MISC. DESIGN	1398865

DE7050991

NUNC PRO TUNC TRADEMARK ASSIGNMENT

This ASSIGNMENT, effective June 5, 1998 (or in the case of later filed applications as of the date of filing), made by LCI International Telecom Corp., a Delaware corporation, having a business address and situs at 8180 Greensboro Drive., Suite 800, McLean, Virginia 22102 (hereinafter "ASSIGNOR") to Qwest Communications International Inc., a Delaware corporation, having a business address and situs at 1801 California Street, Suite 3800, Denver, Colorado 80202 (hereinafter "ASSIGNEE");

WHEREAS, ASSIGNOR adopted and used or otherwise owned trademarks set forth in SCHEDULE A, attached hereto and made a part hereof, said trademarks, including all registrations and applications for registration thereof and all rights to sue and recover for past infringement thereof, being collectively referred to herein as the "ASSIGNED TRADEMARKS";

WHEREAS, ASSIGNEE and ASSIGNOR wish to transfer record title to the ASSIGNED TRADEMARKS and to execute a document suitable for recordation in the United States Patent and Trademark Office;

NOW THEREFORE, in consideration of Ten Dollars (\$10.00) paid by ASSIGNEE to ASSIGNOR and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR did, on the effective date listed above, grant, assign, transfer, convey and deliver to ASSIGNEE all ASSIGNOR's right, title and interest in, to and under the ASSIGNED MARKS throughout the world, together with the goodwill of the business in connection with which the ASSIGNED TRADEMARKS have been used in the United States or any other country or countries.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused this Trademark Assignment to be executed by their duly authorized representatives.

ASSIGNOR: LCI INTERNATIONAL TELECOM CORP.

By: 

Richard N. Baer
Senior Vice President

Date: 7 19-01

ASSIGNEE: QWEST COMMUNICATIONS INTERNATIONAL INC.

By: RICHARD N. BAER
Richard N. Baer
Senior Vice President

Date: 9-19-01

STATE OF COLORADO)
)
COUNTY OF DENVER)

On this 19 day of September, 2001, before me Barbara Petrick, personally appeared Richard N. Baer, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacities, and that by his signature on the instrument the entities upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Barbara K. Petrick
NOTARY PUBLIC

My commission expires: 2-15-2004

SCHEDULE A

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
1-800-COINLESS	74/470832 12/20/93		ABANDONED	20360-010500US
1-800-LCI-LONG	74/726470 9/8/95	2071111 6/17/97	REGISTERED	20360-010600US
888-1-CALL YOU	75/344644 8/21/97		ABANDONED	20360-010700US
A VERY DIFFERENT LONG DISTANCE PHONE COMPANY	75/212621 12/12/96	2169073 6/30/98	REGISTERED	20360-010800US
A VERY DIFFERENT LONG DISTANCE COMPANY	75/103414 5/13/96		ABANDONED	20360-010900US
ADVANCED COMMUNICATIONS. CLEAR AND SIMPLE	74/671440 4/21/95	2014959 11/12/96	REGISTERED	20360-011000US
AFFORD-A-CALL	75/163338 9/6/96		ABANDONED	20360-012800US
ARGUS	75/330939 7/25/97		ABANDONED	20360-012900US
BARGAIN CALL	74/541204 6/23/94	1958374 2/27/96	REGISTERED	20360-013000US
C (Stylized)	74/242498 2/3/92	1729897 11/3/92	CANCELLED	20360-013100US
CAMPUS COLLECT	75/028261 12/6/95	2171597 7/7/98	REGISTERED	20360-013400US
CAMPUS TALK	74/323535 10/19/92	1780601 7/6/93	REGISTERED	20360-013700US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
CAMPUS TALK OPTIONS	75/283079 4/28/97	2246555 5/18/99	REGISTERED	20360-013500US
CAMPUS TALK OPTIONS	75/283166 4/28/97		ABANDONED	20360-013600US
CITY SIGNAL	74/217336 10/31/91	1710440 8/25/92	CANCELLED	20360-013800US
COMPEER	74/503625 3/23/94	2003421 9/24/96	REGISTERED	20360-013900US
CORPORATE TELEMANAGEMENT	74/017864 1/10/90	2209820 12/8/98	REGISTERED	20360-014000US
CORPORATE TELEMANAGEMENT GROUP AND DESIGN	74/242594 10/11/94	1871593 1/3/95	REGISTERED	20360-014100US
DESIGN (Sun)	74/710641 8/3/95	2005875 10/8/96	REGISTERED	20360-010400US
DESIGN ONLY (Circles)	73/757297 10/12/88		CANCELLED	20360-073600US
DIGIT-1	75/529604 8/3/98	2295613 11/30/99	REGISTERED	20360-014200US
EXACT BILLING	75/330938 7/25/97	2416084 12/26/00	REGISTERED	20360-014300US
FRAMEPLUS	75/403032 12/10/97	2228023 3/2/99	REGISTERED	20360-015100US
GLOBAL FOCUS	75/359072 9/18/97		ABANDONED	20360-015200US
GLOBAL SAY	75/406804 12/16/97	2245163 5/11/99	REGISTERED	20360-015300US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
GLOBAL SAY	75/406711 12/16/97	2245162 5/11/99	REGISTERED	20360-015400US
INTEGRITY	74/533643 6/6/94	1907623 7/25/95	REGISTERED	20360-015700US
INTEGRITY	74/358164 2/11/93	1897765 6/6/95	REGISTERED	20360-015800US
INTEGRITY	74/437925 9/20/93	1915461 8/29/95	REGISTERED	20360-015900US
INTEGRITY	74/545282 7/5/94	2018619 11/26/96	REGISTERED	20360-016000US
INTEGRITY COMMUNICATIONS	74/614917 12/23/94	1994591 8/20/96	REGISTERED	20360-016100US
INTEGRITY CORPORATE ONE	74/533944 6/6/94	1911806 8/15/95	REGISTERED	20360-016200US
LCI	74/697467 7/5/95	1982540 6/25/96	REGISTERED	20360-016600US
LCI @CCESS	75/017337 11/9/95		ABANDONED	20360-016700US
LCI @CCESS	75/017338 11/9/95	2478741 08/21/01	REGISTERED	20360-016900US
LCI @CCESS (Stylized)	75/520650 7/17/98		ABANDONED	20360-016800US
LCI @CCESS.DIAL	75/256029 3/11/97		ABANDONED	20360-017000US
LCI ALL AMERICA PLAN AND DESIGN	75/153871 8/21/96		ABANDONED	20360-017100US
LCI ALTERNATIVE	74/640007 2/24/95	2049660 4/1/97	REGISTERED	20360-017200US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
LCI ALTERNATIVE AND DESIGN	75/103417 5/13/96	2063103 5/20/97	REGISTERED	20360-017300US
LCI AND DESIGN	75/105250 5/16/96	2083529 7/29/97	REGISTERED	20360-016300US
LCI and DESIGN (Phone w/Cord)	75/526693 7/28/98	2438969 3/27/01	REGISTERED	20360-016500US
LCI AND DESIGN	75/526698 7/28/98		ABANDONED	20360-016400US
LCI AUTHORITY	75/072196 3/13/96	2177208 7/28/98	REGISTERED	20360-017400US
LCI DATA SERVICES AND DESIGN	74/726473 9/8/95	2117253 12/2/97	REGISTERED	20360-017500US
LCI DIFFERENCE	75/351145 9/3/97	2247232 5/25/99	REGISTERED	20360-017600US
LCI ELECT	75/126510 6/27/96		ABANDONED	20360-017700US
LCI EXACT BILLING	75/330940 7/25/97		ABANDONED	20360-017800US
LCI EXTEND YOUR REACH AND DESIGN	75/153872 8/21/96	2085879 8/5/97	REGISTERED	20360-017900US
LCI GEOROUTING	75/135653 7/17/96	2063453 5/20/97	REGISTERED	20360-018000US
LCI INTEGRITY (Stylized)	75/124208 6/24/96	2063323 5/20/97	REGISTERED	20360-018100US
LCI INTERNATIONAL	75/315748 6/27/97	2240243 4/20/99	REGISTERED	20360-018300US
LCI INTERNATIONAL AND DESIGN	74/329746 11/9/92	1804800 11/16/93	REGISTERED	20360-018200US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
LCI INTERNATIONAL GOVERNMENT NETWORK SERVICES	74/697466 7/5/95	1982539 6/25/96	REGISTERED	20360-018400US
LCI PREFERENCE	75/372032 10/14/97		ABANDONED	20360-018500US
LCI RACING AND DESIGN	75/277673 4/18/97	2154947 5/5/98	REGISTERED	20360-018600US
LCI THE INTELLIGENT NETWORK AND DESIGN	74/714142 8/11/95	2200069 10/27/98	REGISTERED	20360-018700US
LCI.COM	75/182868 10/17/96		ABANDONED	20360-018800US
LCI.NET	74/724043 9/1/95		ABANDONED	20360-018900US
LCI.NET	74/724042 9/1/95		ABANDONED	20360-019000US
LITEL	75/103317 5/13/96	2124898 12/30/97	REGISTERED	20360-019300US
LOGIC	75/229604 1/22/97	2198984 10/20/98	REGISTERED	20360-019400US
MILITARY TALK	75/536430 8/14/98	2295667 11/30/99	REGISTERED	20360-019700US
OPT-FOR LESS	74/686130 6/9/95	2059864 5/6/97	REGISTERED	20360-019900US
PBX DIGIT-1	75/228197 1/21/97		ABANDONED	20360-020000US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
PERSONAL PLUS	75/072195 3/13/96		ABANDONED	20360-020100US
PERSONAL PLUS	75/072194 3/13/96		ABANDONED	20360-020200US
PLANETCALL	74/501453 3/18/94		ABANDONED	20360-020300US
Q.PASSPORT	75/522717 7/21/98	2441765 4/10/01	REGISTERED	20360-020600US
REMOTE CONTROL	75/148619 8/12/96	2186475 9/1/98	REGISTERED	20360-020700US
REMOTE CONTROL	75/148620 8/12/96	2166403 6/16/98	REGISTERED	20360-020800US
S.A.F.E.R.	75/501675 6/12/98		ABANDONED	20360-021000US
SAY	75/406053 12/16/97	2245161 5/11/99	REGISTERED	20360-021100US
SAY	75/406911 12/18/97	2245164 5/11/99	REGISTERED	20360-021200US
SAY IT	75/406910 12/18/97		ABANDONED	20360-021300US
SAY IT	75/406903 12/18/97		ABANDONED	20360-021400US
SAY LCI	75/406913 12/18/97		ABANDONED	20360-021500US
SAY LCI	75/406912 12/18/97		ABANDONED	20360-021600US
SIMPLE, FAIR, INEXPENSIVE	74/697795 7/6/95		ABANDONED	20360-021800US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
SIMPLY BUSINESS	74/517218 4/26/94	1991706 8/6/96	REGISTERED	20360-021900US
SIMPLY DIRECT	75/123642 6/21/96	2143407 3/10/98	REGISTERED	20360-022000US
SIMPLY GUARANTEED	74/688250 6/9/95	2101904 9/30/97	REGISTERED	20360-022100US
SIMPLY GUARANTEED PLUS	75/277661 4/18/97	2237492 4/6/99	REGISTERED	20360-022200US
SIMPLY INTERNET	74/632721 2/10/95		ABANDONED	20360-022300US
SPONSOR PROGRAM	75/266573 3/31/97	2289263 10/26/99	REGISTERED	20360-022500US
TELEDIAL	74/322192 10/14/92	1878274 2/7/95	REGISTERED	20360-022600US
TELEDIAL AMERICA	73/569662 11/21/85	1478019 2/23/88	REGISTERED	20360-022700US
TELL THE WORLD	75/276810 4/17/97	2154933 5/5/98	REGISTERED	20360-022800US
U.S. SIGNAL	74/310154 9/2/92	1855363 9/20/94	REGISTERED	20360-023400US
USLD AND DESIGN	75/519125 7/15/98	2367550 7/18/00	REGISTERED	20360-023800US
USSC	74/510175 4/8/94		ABANDONED	20360-024500US
US-SIGNAL CORPORATION (Stylized)	74/662522 4/18/95		ABANDONED	20360-024600US

SCHEDULE A

MARK	APP. NO./ APP. DATE	REG. NO./ REG. DATE	STATUS	TTC NO.
WORLDCARD	75/416842 1/12/98	2260618 7/13/99	REGISTERED	20360-024800US
WORLDCARD	75/416925 1/12/98	2297429 12/7/99	REGISTERED	20360-025000US
WORLDCARD AND DESIGN	74/297998 7/24/92	2080435 7/22/97	REGISTERED	20360-024900US
WORLDCARD PLUS	75/103326 5/13/96	2263905 7/27/99	REGISTERED	20360-025100US
WORLDCARD PLUS	75/103321 5/13/96	2209971 12/15/98	REGISTERED	20360-025200US
ADVANTAGE CALLING	10448 7/12/85	10448 7/12/85	EXPIRED (Idaho State Reg.)	20360-068000US
SITE-LINK	74/053972 4/30/90	1639984 4/2/91	CANCELLED	20360-077200US
CONTINGENCY COMMUNICATION SERVICES	73/800962 5/18/89	1643215 4/30/91	CANCELLED	
CHARTER NETWORK	73/720000 4/1/88	1519216 1/3/89	CANCELLED	20360-087600US
DESIGN ONLY (Fiber Optic Circular Design)	73/531652 4/1/85	1398865 6/24/86	REGISTERED	20360-105300US