

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Califone International, Inc.		04/11/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	1455 Market Street
Internal Address:	CA5-701-05-19
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2130349	CALIFONE
Registration Number:	1186512	CALIFONE
Registration Number:	1012113	TRAKLITE
Registration Number:	582612	CALIFONE

CORRESPONDENCE DATA	
Fax Number:	(919)416-8339
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919 286-8028
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	430 Davis Drive
Address Line 2:	Suite 500
Address Line 4:	Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.10393 CLE
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NAME OF SUBMITTER:	Charles L. Evans
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OP \$115.00 2130349

Total Attachments: 2

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of April 11, 2003 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CALIFONE INTERNATIONAL, INC.,
a Delaware corporation

By: Mary M. Kabacinski
Name: Mary M. Kabacinski
Title: Vice-President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent


By: Cassandra McCain
Name: Cassandra McCain
Title: Officer

Schedule 1
Notice of Grant of Security Interest in Trademarks

Califone International, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

MARK	REGISTRATION NUMBER	REGISTRATION DATE
CALIFONE	2,130,349	01/20/98
CALIFONE	1,186,512	01/19/82
TRAKLITE	1,012,113	06/03/75
	582,612	11/24/53