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Form PTO-1595
(Rev. 03/01)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

101838556

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): **9-6-01**
Daniel SIMON
Mark F. WESTLING
Phillip WHERRY

2. Name and address of receiving party(ies)
Name: **Leap Wireless International, Inc.**

Internal Address: _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

SEP - 01

Street Address: **10307 Pacific Center Court**

City: **San Diego** State: **CA** Zip: **92121**

Execution Date: _____

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s): **09/833,656**
If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No. (s)

B. Patent No. (s)

Additional numbers attached? Yes No

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

Name: **COLLIER SHANNON SCOTT, PLLC**

Internal Address: **Attn: David R. Yohannan**

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

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

Enclosed

Authorized to be charged to deposit account

Street Address: **3050 K Street, NW**

Suite 400

City: **Washington** State: **DC** Zip: **20007**

8. Deposit account number:

(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 information is true and correct and any attached copy is a true copy of the original document.

David R. YOHANNAN, Reg. No. 37,480
Name of Person Signing

Signature

September 6, 2001
Date

Total number of pages including cover sheet, attachments, and documents: **5**

09/10/2001 DBYRME 00000237 0903365 Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:581

40.00 DP

PATENT
REEL: 012140 FRAME: 0154

Assignment of Application for United States Patent

WHEREAS: Daniel Simon, Mark Ford Westling, and Phillip Wherry

(hereinafter referred to as "ASSIGNORS"), having invented and owning a certain invention entitled:

METHOD AND SYSTEM TO FACILITATE INTERACTION BETWEEN AND CONTENT DELIVERY TO USERS OF A WIRELESS COMMUNICATIONS NETWORK

for which application for Letters Patent of the United States has been filed on April 13, 2001 and assigned serial no. 09/833,656.

WHEREAS: LEAP WIRELESS INTERNATIONAL, INC.
10307 Pacific Center Court
San Diego, California 92121

(hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the entire interest in, to, and under said invention and in, to, and under Letters Patent or similar legal protection to be obtained therefore in the United States and in any and all foreign countries.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN: Be it known that in consideration of the payment by ASSIGNEE to ASSIGNORS of the sum of One Dollar (\$1.00), the receipt and sufficiency of which is hereby acknowledged, and for other good and valuable consideration, ASSIGNORS hereby sell, assign, and transfer to ASSIGNEE the full and exclusive right, title, and interest in and to said invention in the United States and its territorial possessions and in all foreign countries and to all Letters Patent or similar legal protection in the United States and its territorial possessions and in any and all foreign countries to be obtained for said invention by said application or any continuation, division, renewal, substitute, or reissue thereof, or any legal equivalent thereof in a foreign country for the full term or terms for which the same may be granted, including the right to recover for any and all past infringement of any Letters Patent or similar legal protection in the United States and its territorial possessions and in any and all foreign countries to be obtained for said invention prior to the date of this Assignment.

ASSIGNORS hereby warrant and covenant that no assignment, sale, agreement, or encumbrance has been or will be made or entered into which would conflict with this assignment and sale:

ASSIGNORS further warrant and covenant that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said application, said invention and said Letters Patent and legal equivalents in foreign countries as may be known and accessible to ASSIGNORS and will testify as to the same in any interference or litigation related thereto and will promptly execute and deliver to ASSIGNEE or its legal representative any and all papers, instruments, or affidavits required to apply for, obtain, maintain, issue, and enforce said application, said invention, and said Letters Patent and said equivalents thereof in any foreign country which may be necessary or desirable to carry out the purposes thereof.

IN WITNESS WHEREOF, we have hereunto set hand and seal.

Dated: 7/3/01^{SR}

Daniel Simon
(INVENTOR/ASSIGNOR) Daniel Simon

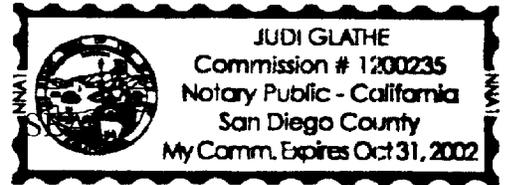
County of: San Diego

State of: California

Personally appeared Daniel Simon, signer and sealer of the foregoing instrument and acknowledged the same to be his free act and deed before me.

Subscribed and sworn to before me this 3rd day of July, 2001.

My commission expires on 10/31/02
Judi Glathe
Notary Public



Dated: _____
(INVENTOR/ASSIGNOR) Mark Ford Westling

County of: _____

State of: _____

Personally appeared Mark Ford Westling, signer and sealer of the foregoing instrument and acknowledged the same to be his free act and deed before me.

Subscribed and sworn to before me this _____ day of _____, 2001.

Notary Public

My commission expires on _____

SEAL

IN WITNESS WHEREOF, we have hereunto set hand and seal.

Dated: _____
(INVENTOR/ASSIGNOR) Daniel Simon

County of: _____

State of: _____

Personally appeared Daniel Simon, signer and sealer of the foregoing instrument and acknowledged the same to be his free act and deed before me.

Subscribed and sworn to before me this _____ day of _____ 2001.

Notary Public

My commission expires on _____

SEAL

Dated: 6/27/2001 _____
Mark Ford Westling
(INVENTOR/ASSIGNOR) Mark Ford Westling

County of: Montgomery

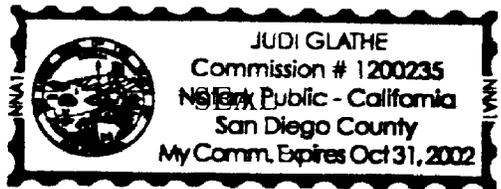
State of: Maryland

Personally appeared Mark Ford Westling, signer and sealer of the foregoing instrument and acknowledged the same to be his free act and deed before me.

Subscribed and sworn to before me this 27th day of June 2001.

Judi Glathe
Notary Public

My commission expires on 10/31/02



Dated: 6 July 2001

Phillip Wherry
(INVENTOR/ASSIGNOR) Phillip Wherry

County of: Fairfax

State of: Virginia

Personally appeared Phillip Wherry, signer and sealer of the foregoing instrument and acknowledged the same to be his free act and deed before me.

Subscribed and sworn to before me this 6th day of July 2001.

Fatana Loynab
Notary Public

My commission expires on 04/30/03

