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

OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Paul Atkinson

2. Name and address of receiving party(ies) Name: Kestrel Wireless, Inc.

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

3. Nature of conveyance: [X] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other

Internal Address: Street Address: 4141 Jutland Drive, Suite 201 City: San Diego State: CA Zip: 92117

Execution Date: 08/21/03

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

4. Application number(s) or patent number(s):

10,645,452

If this document is being filed together with a new application, the execution date of the application is: 08/21/03

A. Patent Application No.(s)

B. Patent No.(s)

08/25/2003 FFANREIA 00000015 10645452

FC: 021

40.00 DP

Additional numbers attached? [ ] Yes [X] No

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

Name: Troy M. Schmelzer

Internal Address: Procopio, Cory, Hargreaves & Savitch, LLP

Street Address: 530 B Street, Suite 2100

City: San Diego State: CA Zip: 92101-4469

6. Total number of applications and patents involved: 1

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

[X] Enclosed [X] Authorized to be charged to deposit account

8. Deposit account number:

50-2075

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

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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.

Troy M. Schmelzer Name of Person Signing

Signature

August 21, 2003 Date

Total number of pages including cover sheet, attachments, and documents: 3

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

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PATENT REEL: 014423 FRAME: 0405

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ASSIGNMENT OF PATENT APPLICATION

Whereas, I, Paul Atkinson, a citizen of the United States, hereinafter referred to as "Assignor", have invented an invention entitled "Phone Enabled Direct Response", for which United States provisional application serial number 60/407,047 was filed on August 29, 2002, and for which a United States non-provisional application is being filed herewith;

Whereas, Kestrel Wireless, Inc., a corporation organized and existing under the laws of the State of Delaware, hereinafter referred to as "Assignee", whose principal place of business is at 4141 Jutland Drive, Suite 201, San Diego, California, 92117, wishes to acquire the full and exclusive right, title and interest in the invention, the application, and any patents and equivalent legal protections that are obtained thereon in the United States and in any foreign countries;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, the full and exclusive right, title and interest in the invention, the application, and any patents and equivalent legal protections that are obtained thereon in the United States and in any foreign countries, including any continuations, divisions, renewals, substitutes, reissues or legal equivalents thereof, for the full term(s) for which the same is granted, including all priority rights under the International Convention.

Assignor, in accordance with this Assignment, hereby authorizes and requests the United States Commissioner for Patents, and officials of foreign countries whose duty it is to issue patents or legal equivalents thereof, to issue any patents obtained on the invention to Assignee, its successors and assigns.

Assignor covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into that would conflict with this Assignment.

Assignor further covenants that Assignee will, upon its request, be provided promptly with all pertinent facts and documents relating to this invention and any applications, patents or legal equivalents directed thereto that are known and accessible to Assignor, and that Assignor will testify in any interference or litigation related thereto.

Assignor further covenants that he will promptly execute and deliver to Assignee or its legal representative any documents, instruments or affidavits required to apply for, obtain, maintain, issue and enforce this invention and any applications, patents or legal equivalents directed thereto in the United States or in any foreign country.

WITNESS my hand at San Diego, California, this 21<sup>st</sup> day of August, 2003.  
Paul D. Atkinson  
 Paul Atkinson

STATE OF CALIFORNIA            )  
   ) ss  
 COUNTY OF SAN DIEGO        )

On August 21, 2003 before me, Julia C Mandy, personally appeared Paul Atkinson  personally known to me - OR -  ~~proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Julia C Mandy  
 Notary Public in and for said County and State

