

12.5.00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

12-18-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101553984

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other ASSIGNMENT OF SECURITY INTEREST (PATENTS AND TRADEMARKS)
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name BANK OF AMERICA, N.A. 11 10 00

Formerly _____ 75360215

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization NATIONAL BANK ASSOCIATION

Receiving Party

Mark if additional names of receiving parties attached

Name THE BANK OF NEW YORK

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) ONE WALL STREET

Address (line 3) NEW YORK NEW YORK 10286
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization NEW YORK

12/15/2000 610M11 00000165 75360215

FOR OFFICE USE ONLY

01 FC:441 40.00 OP
02 FC:442 625.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002196 FRAME: 0055

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

LORI POTTS

12/01/00

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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2137980	2143244	2154294
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ASSIGNMENT OF SECURITY INTEREST (PATENTS AND TRADEMARKS)

Reference is made to each of the following:

(a) the Intellectual Property Security Agreement, dated as of May 2, 1995, made by PAGING NETWORK, INC., a Delaware corporation (the "Debtor"), in favor of BANK OF AMERICA, N.A. (successor in interest to NATIONSBANK OF TEXAS, N.A.), as Documentation Agent (the "Existing PageNet Documentation Agent"), and the other Secured Parties party thereto (the "Existing PageNet Secured Parties") (as amended through November 10, 2000, the "Existing Intellectual Property Security Agreement"); and

(b) the Notice of Security Interest in Trademarks, executed by the Debtor and Existing PageNet Documentation Agent pursuant to the Existing Intellectual Property Security Agreement (the "Notice of Security Interest in Trademarks").

WHEREAS, the Debtor entered into the Existing Intellectual Property Security Agreement and the Notice of Security Interest in Trademarks, to secure the payment of obligations of the Debtor to the Existing PageNet Documentation Agent and the Existing PageNet Secured Parties;

WHEREAS, an executed copy of the Existing Intellectual Property Security Agreement was recorded in the United States Patent and Trademark Office on Reel 1394 and Frame 0594, on September 8, 1995;

WHEREAS, an executed copy of the Notice of Security Interest in Trademarks was recorded in the United States Patent and Trademark Office on Reel 2028 and Frame 0764, on March 2, 2000; and

WHEREAS, the Existing PageNet Documentation Agent has assigned its rights under the Existing Intellectual Property Security Agreement to The Bank of New York, as Collateral Agent (the "Collateral Agent"), under and pursuant to (a) the Amended and Restated PageNet Intellectual Property Security Agreement, dated as of November 10, 2000, made by the Debtor in favor of the Collateral Agent and (b) the Joinder and Assumption Agreement, dated as of November 10, 2000, by and among Arch Wireless Holdings, Inc., the Debtor, each subsidiary of the Debtor listed on Schedule I thereto, the Existing PageNet Documentation Agent, each of the Existing PageNet Secured Parties and The Bank of New York, as Administrative Agent, under the Third Amended and Restated Credit Agreement, dated as of March 23, 2000, by and among Arch Wireless Holdings, Inc. (formerly, Arch Paging, Inc.), the lenders party thereto and the Agents party thereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Existing PageNet Documentation Agent hereby:

(a) Assigns to the Collateral Agent any and all liens, security interests, right, title and interest of the Existing PageNet Documentation Agent pursuant to the Existing Intellectual Property Security Agreement and the Notice of Security

Interest in Trademarks in the patents, trademarks and other items which are described more fully on Exhibit A attached hereto, without recourse or representation or warranty, express or implied; and

(b) Authorizes and requests the United States Patent and Trademark Office to note and record the existence of the assignment hereby given.

IN WITNESS WHEREOF, the Existing PageNet Documentation Agent has caused this Assignment to be signed by its duly authorized officer as of the 10th day of November, 2000.

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

By: William E. Livingston, III
Name: William E. Livingston, III
Title: Managing Director

CONSENTED TO AND AGREED:

PAGING NETWORK, INC.

By: [Signature]
Name: [Signature]
Title: [Signature]

ACKNOWLEDGMENT

STATE OF Texas)
)SS:
COUNTY OF Tarrant

On November 6, 2000 before me personally came William E. Livingstone, IV to me known, who, being by me duly sworn, did depose and say that he resides at 921 Meadow St., Suite 200, Dallas, TX 75243; that he is an officer of Bank of America, N.A., the entity described in and which executed the above instrument; and that he is duly authorized to sign his name thereto.



Rhonda Pruitt
Notary Public
My Commission Expires: April 4, 2002

[Notary Seal]

INTELLECTUAL PROPERTY

I. PENDING SERVICE MARKS AND TRADEMARKS

UNITED STATES

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Status</u>
MARKETTRAX			75-495379	06/03/98	Pending SOU due 12/12/00
MYCLIPS			75-702605	05/11/99	Pending SOU due 01/25/01
PAGENET			75-360216	09/19/97	Pending SOU due 12/01/00
PAGENET stylized			75-360215	09/19/97	Pending SOU due 12/08/00
VOLLEY			75-794310	9/8/99	Pending Published 08/22/00

II. REGISTERED SERVICE MARKS AND TRADEMARKS

UNITED STATES

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Status</u>
1-800-VOICENOW	2.132.807	01/27/98	75-270355	04/07/97	Issued Use: 01/27/03-04 Renew: 01/27/08
BEEPS & VIBES	1.797.822	10/12/93	74-363711	03/01/93	Issued Use 10/12/98-99 (8/15 filed '9) Renew: 10/12/03
CALLWORX	2.137.967	02/17/98	75-176282	10/03/96	Issued Use: 02/17/03-04 Renew: 02/17/08
DIALWORX	2.137.968	02/17/98	75-176145	10/03/96	Issued Use 02/17/03-04 Renew: 02/17/08
E-WORX	2.154.294	04/28/98	75-176345	10/03/96	Issued Use: 04/28/03-04 Renew: 04/28/08
FAXNOW	1.887.493	04/04/95	74-526202	05/18/94	Issued Use 04/04/00-01 Renew: 04/04/05
HEAR THE LATEST	2.181.458	08/11/98	75-236043	02/04/97	Issued Use 08/11/03-4 Renew: 08/11/08
IMAGEWORX	2.137.967	02/17/98	75-176144	10/03/96	Issued Use 02/17/03-04 Renew: 02/17/08

<u>Mark</u>	Reg. No.	Reg. Date	Serial No.	Filing Date	Status
MESSAGENOW	1.920.242	09/19/95	74-588976	10/21/94	Issued Use: 09/19/00-01 Renew: 09/19/05
MISCELLANEOUS DESIGN (Man with beeper)	1.723.483	10/13/92	74-242452	01/30/92	Issued Renew: 10/13/02
ONEWORX	2.170.240	06/30/98	75-176441	10/03/96	Issued Use: 06/30/03-04 Renew: 06/30/08
PAGEBANK	2.143.244	03/10/98	75-072789	03/14/96	Issued Use: 03/10/03-04 Renew: 03/10/08
PAGEMAIL	1.575.583	01/02/90	73-796447	10/23/95	Issued Renew: 01/02/00
PAGENET	1.245.604	07/12/83	73-376947	07/28/82	Issued Renew: 07/12/03
PAGENET IN TOUCH AND INGENIOUS	2.107.594	10/21/97	75-236261	02/04/97	Issued Use 10/21 02-03 Renew: 10/21/07
PAGENET NATIONWIDE and design	1.864.960	11/29/94	74-456175	11/02/93	Issued Use 11/29/99-00 Renew: 11/29/03
PAGENET stylized	1.811.120	12/14/93	74-373422	03/30/93	Issued Use 12/14/98-99 (8/15 filed?) Renew: 03/30/03
SUREPAGE	1.777.420	06/15/93	74-182089	07/03/91	Issued Renew: 06/15/03
VOICENOW	1.866.565	12/06/94	74-291830	07/07/92	Issued Use 12/06/99-00 (8/15 filed?) Renew: 12/06/04
VOICENOW PAGENET and design	2.181.450	08/11/98	75-236258	02/04/97	Issued Use 12/06/03-04 Renew: 12/06/08
VOICEWORX	2.137.980	02/17/98	75-192476	11/04/96	Issued Use 02/17/03-04 Renew 02/17/08