

11-19-2001



101897483

11.19.01

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  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

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

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership

- Corporation  Association

Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

11/20/2001 6TON11 00000018 75490869

01 FC:481  
02 FC:482

40.00 DP  
750.00 DP

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: 002396 FRAME: 0808

**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)		
<input type="text" value="75/490869"/>	<input type="text" value="75/539077"/>	<input type="text" value="75/585603"/>	<input type="text" value="1352543"/>	<input type="text" value="1485998"/>	<input type="text" value="1495312"/>
<input type="text" value="75/585775"/>	<input type="text" value="75/866626"/>	<input type="text" value="75/866628"/>	<input type="text" value="1597262"/>	<input type="text" value="1658729"/>	<input type="text" value="1777090"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1782944"/>	<input type="text" value="1787410"/>	<input type="text" value="1858246"/>

**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  11/15/01

Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 08/30/99  
OMB 0651-0027

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

**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

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual     General Partnership     Limited Partnership

Corporation     Association

Other

Citizenship/State of Incorporation/Organization

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Registration Number(s)

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<input type="text" value="1880488"/>	<input type="text" value="1900117"/>	<input type="text" value="1911808"/>
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<input type="text" value="1976177"/>	<input type="text" value="1994711"/>	<input type="text" value="2024504"/>
<input type="text" value="2154348"/>	<input type="text" value="2192551"/>	<input type="text" value="2305248"/>
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RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

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

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

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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

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

NEW YORK

10036

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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FORM PTO-1618A  
Expires 06/30/00  
OAS 0651-0027

12-18/2000



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

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TRADEMARKS ONLY

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- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year \_\_\_\_\_
- Merger
- Change of Name
- Other GRANT OF SECURITY INTEREST (TRADEMARKS)

Conveying Party

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

Name MOBILE COMMUNICATIONS CORPORATION OF AMERICA 11 10 00

Formerly \_\_\_\_\_ 75490869

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name THE BANK OF NEW YORK

DBA/AKATA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) \_\_\_\_\_

Address (line 2) ONE WALL STREET

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

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Citizenship/State of Incorporation/Organization NEW YORK

12/15/2000 610N11 00000170 75490869

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01 FC:480 40.00 OP  
02 FC:482 750.00 OP  
03 FC:930 5.00 OP

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FORM PTO-1618B  
Expires 06/30/08  
028 2621-0077

Page 2

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

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Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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LORI POTTS

Name of Person Signing

Signature

12/01/00

Date Signed

# RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C  
Expires 06/30/05  
Call 800-1-0027

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

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Citizenship State of Incorporation/Organization

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Name

DBA/AKA/TA

Composed of

Address (line 1)

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1880488	1900117	1911808
1912366	1920780	1948790
1976177	1994711	2024504
2154348	2192551	2305248
2313873		

## GRANT OF SECURITY INTEREST (TRADEMARKS)

MOBILE COMMUNICATIONS CORPORATION OF AMERICA, a Delaware corporation (the "Grantor"), has entered into the Security and Intercreditor Agreement, dated as of March 23, 2000 (as from time to time amended, supplemented or otherwise modified, the "Security Agreement") made by Arch Wireless Holdings, Inc., a Delaware corporation (formerly, Arch Paging, Inc.), Arch Wireless Communications, Inc., a Delaware corporation (formerly, Arch Communications, Inc. and hereinafter, "Arch"), and each of the subsidiaries of Arch listed on Schedule I thereto in favor of The Bank of New York ("BNY"), in its capacities as administrative agent under a certain credit agreement, as Security Agent and as a Collateral Agent, United States Trust Company of New York ("US Trust"), as trustee under the Indenture, dated as of February 7, 1994, between Arch (formerly known as USA Mobile Communications, Inc. II) and US Trust, and as a Collateral Agent, and US Trust, as trustee under the Indenture, dated as of December 15, 1994, between Arch and US Trust, and as a Collateral Agent.

Pursuant to the Security Agreement, the Grantor granted to the Collateral Agents, equally and ratably, a security interest in all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule I attached hereto, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Collateral Agents, equally and ratably, a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Security Agent with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Collateral Agents' respective addresses are (i) in the case of BNY, as a Collateral Agent, The Bank of New York, Agency Function Administration, One Wall Street, 18th Floor, New York, New York 10286, Attention: Michael Pizarro, Telephone: (212) 635-4697, Facsimile: (212) 635-6365 or 6366 or 6367, with a copy to: The Bank





**Schedule I**  
**to**  
**Grant of Security Interest**  
**Dated as of November 10, 2000**

**LIST OF TRADEMARKS**

6-PAK (Trademark/Service Mark Registration No.: 75/539077)

AUTOPAY (Trademark Registration No.: 75/585,775)

BUYWISE (Service Mark Registration No.: 2313873)

DIAL PAGE (Trademark/Service Mark Registration No.: 1,352,543)

DMC DIGITAL MOBILE COMMUNICATIONS (Trademark/Service Mark Registration No.: 1,994,744)

DURAPAGER (Trademark Registration No.: 1,787,410)

EZ ALERT (Trademark Registration No.: 2,024,504)

IT'S NOT JUST PAGING. MOBILE INTELLIGENCE (Trademark Registration No. 75/866628)

IT'S NOT JUST THE INTERNET. MOBILE INTELLIGENCE (Trademark Registration No. 75/866626)

MESSAGEWRITER (Serial/Registration No.: 1,597,262)

MEMORY MANAGER (Registration No.: 1,911,808)

MESSAGESOFT (Trademark Registration No.: 1,920,780)

MISCELLANEOUS DESIGN (Trademark Registration No.: 2192551)

MMS (MobileComm Messaging Software) (Trademark Registration No.: 2305248)

MOBILECOMM (Registration No.: 1,495,312)

MOBILECOMM (Trademark Registration No.: 1,485,998)

MOBILECOMM and DESIGN (Serial No.: 75/490869)

MOBILEMATE (Trademark Registration No.: 1,912,366)

MOBILEMEDIA (Service Mark Registration No.: 1,858,246)  
MOBILEMEDIA (Trademark Registration No.: 1,879,629)  
MOBILEMEDIA AND GLOBE DESIGN (Service Mark Registration No.: 1,900,117)  
MOBILEMEDIA AND GLOBE DESIGN (Trademark registration No.: 1,880,488)  
MOBILEMEDIA PAGING & PERSONALCOM (Service Mark Registration No.: 1,870,810)  
PAGEDEAL (Service Mark Registration No.: 75/585,603)  
PAGERXTRA (Trademark Registration No.: 1,777,090)  
POWERWRITER (Service Mark Registration No.: 1,948,790)  
SNAP PAGE (Registration No.: 1,862,970)  
SPORTSCASTER (Registration No. 2,154,348)  
VENTURE SYSTEM (Registration No.: 1,782,944)  
VOICETOR (Registration No. 1,658,729)  
WE'RE WHAT YOU NEED TO KNOW (Registration No.: 1,976,177)