

08-04-2003

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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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

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):
Triton PCS Operating Company L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Limited Liability Company

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

2. Name and address of receiving party(ies)

Name: Lehman Commercial Paper Inc.
Internal
Address: _____

Street Address: 745 Seventh Avenue
City: New York State: NY Zip: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York Banking Corporation
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 13, 03

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

A. Trademark Application No.(s)
75/618,959

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,437,645 2,464,250 2,448,313

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

Name: Ms. Penelope Agada
Internal Address: Federal Research Corporation

Street Address: 1030 Fifteenth Street NW

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 111.00

Enclosed
 Authorized to be charged to deposit account

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.

Daniel Marc Bloch [Signature] July 29, 2003
Name of Person Signing Signature Date

08/04/2003 01 FC:8521 02 FC:8522

BBYRNE 00000040 75618959

40.00 EP 75.00 EP

Total number of pages including cover sheet, attachments, and document:
documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

700067247

TRADEMARK
REEL: 002797 FRAME: 0694

Assignment for Security

(Trademarks)

WHEREAS, Triton PCS Operating Company L.L.C., a limited liability company duly organized and validly existing under the laws of the State of Delaware (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for registration in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into that certain security agreement dated as of June 13, 2003 (the "Security Agreement"), with Lehman Commercial Paper Inc., a New York banking corporation, or its designee as collateral agent for certain lenders (in such capacity, together with its successors in such capacity, the "Assignee"); and

WHEREAS, pursuant to the Security Agreement, the Assignor assigns to the Assignee and grants to the Assignee a security interest in all right, title and interest of the Assignor in, to and under all intellectual and similar property of every kind and nature now owned or hereafter acquired by any Assignor, including but not limited to: (a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations thereof, and all pending applications filed in connection therewith, including registrations and pending applications in the United States Patent and Trademark Office, any state of the United States or any similar offices in any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule V to the Security Agreement, (b) all goodwill associated therewith or symbolized thereby and (c) all other assets, rights and interests that uniquely reflect or embody such goodwill, trade secrets, confidential or proprietary technical and business information, know how or other data or information, software and databases and all embodiments or fixations thereof and related documentation and registrations, and all additions, improvements, and accessions to, and books and records describing or used in connection with, any of the foregoing (the "Collateral") to secure the payment, performance, and observance of the Obligations (as defined in the Security Agreement).

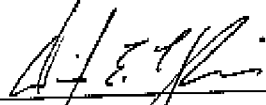
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby convey, sell, assign, transfer and set over unto the Assignee and grant to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be
duly executed by its officer thereunto duly authorized on this 23rd day of July, 2003.

Triton PCS Operating Company L.L.C.,

by



Name: DANIEL E. HOPKINS

Title: SVP + TREASURER

**SCHEDULE 1A
TO
ASSIGNMENT FOR SECURITY**

U.S. Federal Service Mark Applications

<u>Mark</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Owner</u>
THE ONLY PHONE COMPANY YOU'LL EVER NEED	75/618,959	01/12/99	Triton PCS Operating Company L.L.C.

U.S. Federal Service Mark Registrations

<u>Mark</u>	<u>Registration Number</u>	<u>Expiration Date (Deadline for Filing Declaration of Use or Renewal)</u>	<u>Registered Owner</u>
M-NET	2,437,645	03/20/07 (Declaration of Use)	Triton PCS Operating Company L.L.C.
M-NET	2,464,250	06/26/07 (Declaration of Use)	Triton PCS Operating Company, L.L.C.
WE GET IT	2,448,313	05/01/07 (Declaration of Use)	Triton PCS Operating Company L.L.C.

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