

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

10-30-1998

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



100804367

8/17/98

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

Name

Execution Date
Month Day Year

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)

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

FOR OFFICE USE ONLY

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

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="75-170754"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75-186208"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.)

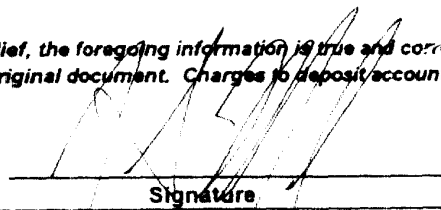
Deposit Account Number: #

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.

Janet A. Marvel
Name of Person Signing


Signature

8/13/98
Date Signed

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202 - 3513, on

DATE OF DEPOSIT: 8/12/1998
SIGNATURE: Janet A. Marvel
DATE OF SIGNATURE: 8/13/1998

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="75-170898"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

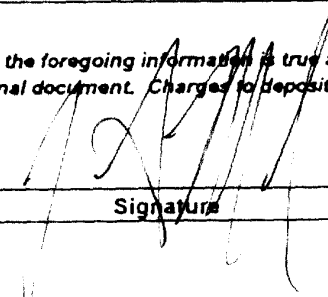
Method of Payment: Enclosed Deposit Account

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

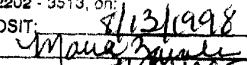
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Janet A. Marvel 

Name of Person Signing Signature Date Signed

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202 - 3513, on:

DATE OF DEPOSIT:
SIGNATURE: 
DATE OF SIGNATURE:

RECEIVED

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

MAR 11 1997

1. Name of conveying party(ies): 487, 487/75
 Oak Park Communications, Inc.
 305 N. Oak Park Ave. Suite 1A
 Oak Park, Illinois 60302

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Aerial Communication
 Internal Address: _____
 Street Address: 1410 W. Bryn Mawr Avenue
 City: Chicago State: IL ZIP: 60631-3486

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

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


Execution Date: November 20, 1996

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

03-20-1997

4. Application number(s) or trademark number(s):
 A. Trademark Application No.(s) 75/186,208, 75/170898
75/170,754, 75/170,735
 Additional numbers attached? Yes No

B. Trade 
 100375452

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: E. Leonard Rubin
 Internal Address: Gordon & Glickson
Suite 3600
 Street Address: 444 N. Michigan Ave.
 City: Chicago State: IL
 ZIP: 60611

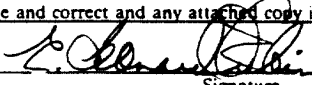
6. Total number of applications and registrations involved 4

7. Total Fees (37 CFR 3.41) \$115⁰⁰/400
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: N/A
 (Attached 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.

E. Leonard Rubin  3/7/97
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE U.S. POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO THE COMMISSIONER OF PATENTS AND TRADEMARKS, WASHINGTON, D.C. 20231

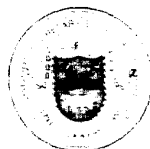
Lisa Schaitberger, March 7, 1997
Lisa Schaitberger

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"OAK PARK COMMUNICATIONS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "AMERICAN PORTABLE TELECOM, INC." UNDER THE
NAME OF "AERIAL COMMUNICATIONS, INC.", A CORPORATION ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER,
A.D. 1996, AT 9:01 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2269188 8100M

971068962

AUTHENTICATION: 8355457

DATE: 03-03-97

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REEL: 1770 FRAME: 0711

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 11/20/1996
960338778 - 2269188

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

OAK PARK COMMUNICATIONS, INC.

INTO

AMERICAN PORTABLE TELECOM, INC.

American Portable Telecom, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 23rd day of July, 1991, pursuant to the General Corporation Law of the State of Delaware. The name of the corporation set forth in the original Certificate of Incorporation of the Corporation was "American Portable Telecommunications, Inc."

SECOND: That a Certificate of Amendment to the Certificate of Incorporation was filed on January 18, 1996, amending the name of the corporation to "American Portable Telecom, Inc."

THIRD: That a Restated Certificate of Incorporation of the Corporation was filed on April 19, 1996, which amended and restated the Certificate of Incorporation, as amended, of the Corporation.

FOURTH: That this Corporation owns all of the outstanding shares of the capital stock of Oak Park Communications, Inc., a Delaware corporation ("Oak Park"), which was incorporated on the 20th day of September, 1996.

FIFTH: That the merger of Oak Park with and into this Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware was approved by the adoption of the following resolutions of the Board of Directors of this Corporation by a unanimous written consent dated as of November 12, 1996, and which resolutions have not been amended, modified or rescinded and remain in full force and effect on the date hereof:

RESOLVED, that the Board of Directors of the Corporation, hereby declares it advisable and in the best interests of the Corporation to change the name of the Corporation to "Aerial Communications, Inc.";

FURTHER RESOLVED, that, in order to effect the change in the name of the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware, the proper officers of the Corporation be, and they are hereby, authorized and directed to cause Oak Park Communications, Inc. a Delaware corporation and wholly-owned subsidiary of the Corporation ("Subsidiary"), to be merged with and into the Corporation;

FURTHER RESOLVED, that the Corporation shall assume all of the obligations of Subsidiary pursuant to said Section 253 and that all of the outstanding shares of capital stock of Subsidiary be, and they are hereby, cancelled and retired and no shares of the capital stock of the Corporation, cash or other consideration shall be issued in exchange therefor;

FURTHER RESOLVED, that the merger of Subsidiary with and into the Corporation shall become effective upon the filing with the Secretary of State of the State of Delaware, in accordance with Section 103 of the General Corporation Law of the State of

Delaware, of a Certificate of Ownership and Merger pursuant to said Section 253;

FURTHER RESOLVED, that the proper officers of the Corporation be, and they are hereby, authorized and directed to execute a Certificate of Ownership and Merger setting forth the resolutions to merge Subsidiary with and into the Corporation, to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy thereof to be recorded in the office of the Recorder of Deeds of the appropriate county in the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the merger;

FURTHER RESOLVED, that upon the effectiveness of the merger of Subsidiary with and into the Corporation, the name of the Corporation shall be "Aerial Communications, Inc." and the first article of the Restated Certificate of Incorporation of Corporation, as amended and in effect immediately prior to the time the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware, shall be amended to read after such time as follows:

"ARTICLE I

The name of the corporation is:

AERIAL COMMUNICATIONS, INC."

FURTHER RESOLVED, that anything herein or elsewhere to the contrary notwithstanding, the merger of Subsidiary with and into the Corporation may be abandoned by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

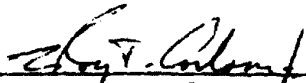
FURTHER RESOLVED, that upon the effectiveness of the merger of Subsidiary with and into the Corporation, the proper officers of the Corporation be, and they are hereby, authorized and directed to cause, if necessary or appropriate, the Certificate of Ownership and Merger and any required supplementary or other documents to be filed with the Secretary of State of each state in which the Corporation is qualified to do business as a foreign corporation as evidence of the change of the Corporation's name;

FURTHER RESOLVED, that upon the effectiveness of the merger of Subsidiary with and into the Corporation, the proper officers of the Corporation be, and they are hereby, authorized and directed to cause, if necessary or appropriate, the Certificate of Ownership and Merger to be recorded in the United States Patent and

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its Chairman and attested by its Secretary this 12th day of November, 1996.

AMERICAN PORTABLE TELECOM, INC.


By:



LeRoy T. Carlson, Jr.
Chairman

ATTEST:

By:



Michael G. Hron
Secretary

271056.01 November 15, 1996 (3:08pm)

- 5 -

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Trademark Office and in any appropriate foreign registry office of patents and trademarks, as evidence of the change of the Corporation's name;

FURTHER RESOLVED, that in the event that the purposes of the above resolutions of the Board of Directors cannot be accomplished as planned for any reason whatsoever, the officers of this Corporation are authorized and directed to take all such actions as they may deem necessary or advisable in order to accomplish such purposes to the extent practicable (including, without limitation, adjustment of the specific wording (but not the sense or purpose) of the foregoing resolutions, if necessary, to comply with applicable state filing requirements); provided, that the essential purposes achieved remain the same as those approved and adopted by this Board by the foregoing resolutions; and

FURTHER RESOLVED, that the officers of the Corporation be, and they are hereby, authorized and directed to execute and deliver, on behalf of the Corporation, such other documents, instruments and certificates and to take such other actions as each such officer, in his or her sole discretion, deems necessary or appropriate to carry out the full intent and purposes of the foregoing resolutions.

SIXTH: This merger shall be effective upon filing with the Secretary of State of the State of Delaware.

* * * * *