

03-22-1999



100989699

MRD  
3-8-99

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

03/22/1999 VBRONW 00000009 232415 75493211

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 300.00 CH

**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="75/493211"/>	<input type="text" value="75/493212"/>	<input type="text" value="75/493213"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/493214"/>	<input type="text" value="75/493388"/>	<input type="text" value="75/493390"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/493386"/>	<input type="text" value="75/493385"/>	<input type="text" value="75/493392"/>	<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.

John Mao, Esq.

3/4 1999

Name of Person Signing

Signature

Date Signed

**Additional Trademark Application Numbers**

75/493215

75/493210

75/493209

75/493389

# GRANT OF SECURITY INTEREST

## TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of March 2, 1999, is executed by Chadmoore Wireless Group, Inc. ("Debtor"), in favor of GATX Capital Corporation ("Secured Party").

A. Pursuant to a Senior Secured Loan Agreement, dated as of March 2, 1999 (the "Loan Agreement"), among Debtor, the subsidiaries of Debtor party thereto (collectively, the "Subsidiaries," and together with Debtor, the "Borrowers") and Secured Party, Secured Party has agreed to extend certain credit facilities to Borrowers upon the terms and subject to the conditions set forth therein;

B. Debtor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Debtor has entered into a Security Agreement dated March 2, 1999 (the "Security Agreement") in favor of Secured Party; and

D. Pursuant to the Security Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to 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 payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observation of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby 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.

Secured Party's address is:       GATX Capital Corporation  
Four Embarcadero Center  
Suite 2200  
San Francisco, California 94111



SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>Mark</b>	<b>Registration Date</b>	<b>Registration Number</b>
N/A		

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>Mark</b>	<b>Application Date</b>	<b>Application Number</b>
PTT	May 29, 1998	75/493211
Teamlink	May 29, 1998	75/493212
Team Link	May 29, 1998	75/493213
Teamlink—Connecting Your Business	May 29, 1998	75/493214
Team Link—Connecting Your Business	May 29, 1998	75/493388
Teamlink—Power To Talk	May 29, 1998	75/493386
Team Link Power To Talk	May 29, 1998	75/493385
Fleet Link	May 29, 1998	75/493390
Fleet Link—Connecting Your Business	May 29, 1998	75/493392
Fleetlink Connecting Your Business	May 29, 1998	75/493215
Fleetlink—Power To Talk	May 29, 1998	75/493210
Fleet Link Power To Talk	May 29, 1998	75/493209
Fleetlink	May 29, 1998	75/493389

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

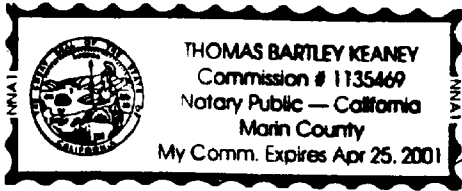
County of: San Francisco

On March 2, 1999 before me, Thomas Bartley Keaney, Notary Public  
Date Name, Title of Officer-e.g., Jane Doe, Notary Public

personally appeared Robert W. Moore  
Name of Signer(s)

- personally known to me
- 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

*Thomas Bartley Keaney*  
Signature of Notary Public

**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

Title or Type of Document: Grant of Security Interest - Trademarks

Document Date: \_\_\_\_\_ Number of Pages 3

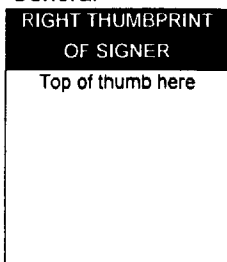
Signer(s) Other Than Named Above None

**Capacity Claimed by Signer**

Signer's Name Robert W. Moore

- Individual
- Corporate Officer
- Title(s) President
- Partner  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other \_\_\_\_\_

Signer is Representing  
Chadmoore Wireless  
Group, Inc.



WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION

650 PAGE MILL ROAD

PALO ALTO, CALIFORNIA 94304-1050

TELEPHONE 650-493-9300 FACSIMILE 650-493-6811

WWW.WSGR.COM

PALO ALTO, CALIFORNIA  
KIRKLAND, WASHINGTON  
AUSTIN, TEXAS

JOHN ARNOT WILSON  
RETIRED

March 4, 1999

**VIA EXPRESS MAIL**

Assistant Commissioner of Patents  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

**Re: Request for Recordation of *Grant of Security Interest pursuant to the Security Agreement***  
**Our Reference: GATX Capital Corporation/Chadmoore Wireless Group, Inc.**

Dear Sir or Madam:

Please record the attached *Grant of Security Interest in Trademarks* (consisting of four (4) pages). We have included an executed *Recordation Form Cover Sheet (Form PTO-1618A)* for thirteen (13) trademark applications. We request that you debit our account number 23-2415, ATTN: 18035-008, in the amount of \$520.00 to cover the filing fee.

The Assistant Commissioner is authorized to charge the fees which may be required, or credit any overpayment to Deposit Account Number 23-2415, ATTN; 18035-008.

Please return proof of the recording of the Request for Recordation of Grant of Security Interest in Trademarks to John Mao, Esq. at the address shown below:

John Mao, Esq.  
Wilson Sonsini Goodrich & Rosati, P.C.  
650 Page Mill Road  
Palo Alto, California 94304-1050



Assistant Commissioner of Patents

03/04/99

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A duplicate copy of this letter and filings are included for your accounting purposes. Should you have any questions, please telephone me at your convenience at (650) 849-5661. Thank you for your attention to this matter.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation



Laura E. Karassik  
Legal Assistant

Enclosures

cc: John Mao, Esq.