

8-19-99

08-27-1999

FORM PTO-1594
(Rev 5-93)



101128630

FORM COVER SHEET
MARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): AT MOBILE.COM CORPORATION formerly known as GLOBAL MOBILITY SYSTEMS, INC.</p> <p>Individual(s) citizenship:</p> <p>Association:</p> <p>General Partnership:</p> <p>Limited Partnership:</p> <p>Corporation - State: DELAWARE</p> <p>Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: July 26, 1999</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: IMPERIAL BANK Address: 226 AIRPORT BOULEVARD City: SAN JOSE State: CA Zip: 95110-1024</p> <p>Individual(s) citizenship:</p> <p>Association:</p> <p>General Partnership:</p> <p>Limited Partnership:</p> <p>Corporation - State:</p> <p>Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or trademark number(s):</p> <p>A. Trademark Application No.(s)</p> <p>75/431,443 75/708,359 75/597,463 75/597,462 75/597,462 75/573,649 75/513,276</p>	<p>B. Trademark Registration No.(s)</p> <p>2,252,161</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Erin O'Brien Internal Address: GRAY CARY WARE & FREIDENRICH 400 Hamilton Avenue Palo Alto, California 94301</p>	<p>6 Total number of applications and registrations involved: 8</p> <hr/> <p>7. Total fee (37 CFR 3.41) \$ 215.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit account number: <u>07-1907</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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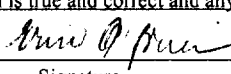
08/27/1999 DCOATES 00000001 071907 75431443

01 FC:401 40.00 CH
02 FC:482 175.00 CH

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.

Erin O'Brien  August 18, 1999
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: **7**

Mail Documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

PA1761366.2
1090371-904200

TRADEMARK
REEL: 001949 FRAME: 0852

AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Amendment to Intellectual Property Security Agreement (the "Amendment") is made as of July 26, 1999, by and between AT MOBILE.COM CORPORATION (formerly known as GLOBAL MOBILITY SYSTEMS, INC.), a Delaware corporation ("Grantor"), and IMPERIAL BANK, a California chartered bank ("Secured Party").

RECITALS

- A. Secured Party has agreed to lend to Grantor certain funds, and Grantor desires to borrow such funds from Secured Party pursuant to the terms of a Loan and Security Agreement dated February 2, 1998 (the "Loan Agreement").
- B. In order to induce Secured Party to enter into the Loan Agreement, Secured Party and Grantor entered into an Intellectual Property Security Agreement dated February 2, 1998 (the "Intellectual Property Security Agreement"), whereby Grantor granted a security interest in its intellectual property as collateral for all of Grantor's obligations under the Loan Agreement.
- C. Grantor has changed its name from Global Mobility Systems, Inc. to AT Mobile.com Corporation.
- D. Grantor and Secured Party desire to amend the terms of the Intellectual Property Agreement in accordance with the terms of this Amendment.

NOW, THEREFORE, THE PARTIES HERETO AGREE AS FOLLOWS:

1. All references to Global Mobility Systems, Inc. in the Intellectual Property Security Agreement are amended and replaced in their entirety with AT Mobile.com Corporation.
2. Grantor authorizes and requests that the Register of Copyrights and the Commissioner of Patents and Trademarks record this Amendment.
3. Unless otherwise defined, all capitalized terms in this Amendment shall be as defined in the Intellectual Property Security Agreement. Except as amended, the Intellectual Property Security Agreement remains in full force and effect.
4. Grantor represents and warrants that the covenants and warranties contained in the Intellectual Property Security Agreement are true and correct as of the date of this Amendment, and that no Event of Default has occurred and is continuing.
5. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.
6. Grantor represents and warrants that all of the intellectual property owned, whether acquired or developed, by Grantor is currently set forth in the Exhibits A, B, and C attached hereto and incorporated herein.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment on the day and year first above written.

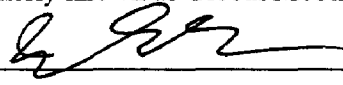
Address of Grantor:

11201 S.E. 8th Street, Suite 110
Bellevue, WA 98004

Attn:

GRANTOR:

AT MOBILE.COM CORPORATION
(formerly known as Global Mobility Systems, Inc.)

By:  _____

Title: VP, Finance _____

Address of Secured Party:

226 Airport Parkway
San Jose, CA 95110

Attn:

SECURED PARTY:

IMPERIAL BANK
By:  _____

Title: SVP _____

EXHIBIT A

Copyrights

NONE

EXHIBIT B

Patents

Description	Application Number	Application Date
Mobility Extended Telephone Application Programming Interface and Method of Use	08/852,951	05/08/97
Mobility Extended Telephone Application programming Interface and Method of Use	08/720,089	09/27/96
System and Method for Controlling Financial Transactions over a Wireless Network	08/997,489	12/23/97
System and Method for Controlling Personal Information and Information Delivery to and from a Telecommunications Device	08/996,524	12/23/97
Long Distance Control System and Method for Controlling and Selecting Long Distance Telephone Rates	09/022,291	02/11/98
System and Method for controlling personal telephone number dialing list and dialing capabilities	09/173,145	10/15/98
System and Method for Pre-paid calling in a wireless network	09/172,934	10/14/98
System and Method for Routing Calls in a Wireless Communications Network	09/229,794	01/13/99
System and Method for Providing Subscriber-initiated information over the Short Message Service	09/317,476	05/24/99
System and Method for Providing Subscriber-initiated Information over the Short Message Service	09/344,407	06/24/99
Method and Apparatus for Providing a Connection to a Data Network	09/116,760	07/16/98
Integration of Voice and Data Services Provided to a Mobile Wireless Device	09/116/507	07/16/98

Data Network Computing Device Call Processing	09/154,977	09/17/98
Mobility Extended Telephone Application Programming Interface and Method of Use	PCT/US98/09306	05/06/98
System and Method for Controlling Financial Transactions over a Wireless Network	PCT/US98/26786	12/16/98
System and Method for Controlling Personal Information and Information delivery to and from a Telecommunications Device	PCT/US98/26785	12/16/98
System and Method for Controlling and Selecting Long Distance Telephone Rates	PCT/US99/02864	02/10/99

EXHIBIT C

Trademarks

Description	Registration/Application Number	Registration/Application Date
Global Mobility Systems	75/173,014	09/27/96
Global PCS	75/308,426	06/13/97
GMS	75/173,013	09/27/96
Mobility Operating Environment	2,252,161	06/08/99
MOE	75/431,443	02/09/98
@mobile	75/708,359	05/18/99
Globalport!	75/597,463	12/01/98
Mobileport!	75/597,462	12/01/98
The activate program (and design)	75/584,683	11/06/98
The activate program	75/573,649	10/20/98
MOENET	75/513,276	07/06/98