

09-15-1999

(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)



101146336

To the Honorable Commissioner of Patents and Trademarks, or copy thereof.

1. Name of conveying party(ies):
Airmedia, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Wireless Internet, Inc.
Internal Address: 16th Floor
Street Address: 11 East 26th Street
City: New York State: NY ZIP: 10010

Individual(s) citizenship -----
 Association -----
 General Partnership -----
 Limited Partnership -----
 Corporation-State Delaware
 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 7, 1999

4. Application number(s) or patent number(s): -----

A. Trademark Application No.(s)
See attached list

B. Trademark Registration No.(s)
See attached list

Additional numbers attached? Yes No

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

Name: John M. Cone
Internal Address: Akin, Gump, Strauss, Hauer & Feld L.L.P.

Street Address: P. O. Box 688

City: Dallas State: TX ZIP: 75313-0688

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) \$440.00

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.

John M. Cone
Name of Person Signing

[Signature]
Signature

9/8/1999
Date

09/15/1999 KTHA11 00000255 2236962 Total number of pages including cover sheet, attachments, and document: -----

01 FC:481 40.00 OP
02 FC:482 400.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

**SCHEDULE A
U.S. TRADEMARKS**

REGISTRATIONS	
Mark	Registration Number
AIRMEDIA	2,236,962
AIRMEDIA	2,232,493
AIRMEDIA	2,116,648
CYBERSPACE DOORBELL	2,185,824
QM-NOTIFY!	1,896,058
MAILNOTIFY!	1,893,034
ADVISE!	1,901,624
POCKETCALL	1,892,040
WINPAGE	1,840,350
DOS PAGE	1,935,729
UPDATE!	1,773,476
NOTIFY!	1,745,119
MACPAGE	1,717,732

APPLICATIONS

Mark	Serial Number
AIRMEDIA LIVE!	75/062,500
AIRMEDIA LIVE INTERNET BROADCAST NETWORK	75/327,163
INTERNET ANTENNA	75/323,379
AIRMEDIA	75/144,569

**SCHEDULE B
FOREIGN TRADEMARKS**

<u>COUNTRY</u>	<u>MARK</u>	<u>SERIAL NO OR REGISTRATION NO.</u>	<u>DATED</u>
Australia	AIRMEDIA	755,059	2/13/98
Canada	WINPAGE	469,942	1/28/97
Germany	AIRMEDIA	39753662	3/17/98
Japan	AIRMEDIA	4,246,113	3/5/99
Singapore	AIRMEDIA	S/13451/97	11/3/97

ASSIGNMENT OF TRADEMARKS

WHEREAS, AIRMEDIA, INC., a New York corporation having a principal place of business at 11 East 26th Street - 16th Floor, New York, New York 10010, (hereinafter referred to as "ASSIGNOR"), is the owner of the trademarks and record owner of the United States trademark registrations and applications set forth in the SCHEDULE OF TRADEMARKS annexed hereto and made a part thereof, (hereinafter referred to as the "TRADEMARKS"); and

WHEREAS, WIRELESS INTERNET, INC., a Delaware corporation, having a principal place of business at 11 East 26th Street - 16th Floor, New York, New York 10010 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all of the right, title and interest of ASSIGNOR in, to and under the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS; and

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR hereby transfers and assigns to ASSIGNEE the entire right, title and interest of ASSIGNOR in and to the TRADEMARKS together with the goodwill of the business associated with the TRADEMARKS and the United States and foreign registrations and applications, thereof; and

ASSIGNOR, does hereby sell, assign, transfer and set over unto ASSIGNEE, its successors, legal representatives and assigns all claims for damages by reason of past infringement of the TRADEMARKS, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representative;

ASSIGNOR further authorizes the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States whose duty it is to record trademark registrations, applications and title thereto, to record the trademark registrations and applications listed in the annexed Schedule of Trademarks as the property of ASSIGNEE; and

ASSIGNOR further agrees to execute such further documents as may be required to record ASSIGNEE as the owner of the TRADEMARKS and registrations and applications herein assigned.

IN WITNESS WHEREOF, the parties have executed this instrument this 7th day of June, 1999.

AIRMEDIA, INC.

By: Brenda Jaeck
Brenda Jaeck
Chief Financial Officer

STATE OF NEW YORK)
COUNTY OF New York) ss:

On this 7th day of June, 1999, did appear Brenda Jaeck who to me personally known, did depose and say that she is Chief Financial Officer of Airmedia, Inc. and is authorized to execute the foregoing instrument on behalf of said corporation.

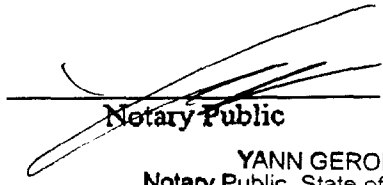
[Signature]
Notary Public
YANN GERON
Notary Public, State of New York
No. 02GE4952209
Qualified in Westchester County
Commission Expires June 12, ~~1999~~
2001

WIRELESS INTERNET, INC.

By: [Signature]
David Rose
President

STATE OF NEW YORK)
COUNTY OF *New York*)ss:

On this 7th day of June, 1999, did appear David Rose who to me personally known, did depose and say that he is President of Wireless Internet, Inc. and is authorized to execute the foregoing instrument on behalf of said corporation.



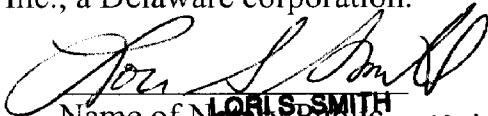
Notary Public

YANN GERON
Notary Public, State of New York
No. 02GE4952209
Qualified in Westchester County
Commission Expires June 12, ~~1999~~
2001

STATE OF NEW YORK
COUNTY OF NEW YORK

I, LORI S. SMITH hereby state and declare that the attached assignment is a true and correct copy of the original dated June 7, 1999 executed by Brenda Jaeck, Chief Financial Officer of Airmedia, Inc., assigning US trademarks from Airmedia, Inc., a New York Corporation to Wireless Internet, Inc., a Delaware corporation.

Date: August 31, 1999


Name of Notary Public **LORI S. SMITH**
Notary Public, State of New York
State of **No. 02SM5074183**
My commission expires **Mar. 10, 2001**
Qualified in New York County