

09-29-1999



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9-27-99

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
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

- Mark if additional names of conveying parties attached
- Execution Date
Month Day Year

Name

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
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

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

TRADEMARK

REEL: 001966 FRAME: 0709

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"/>	<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" value="1538535"/>	<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

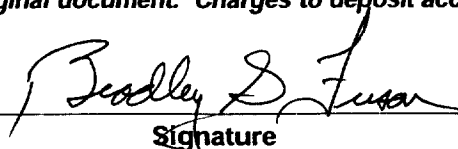
No

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.

Bradley S. Fuson

Name of Person Signing



Signature

9/22/99

Date Signed

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, MyStar Communications Corporation, an Indiana corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1-A, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to Bank One, Indiana, N.A., a national banking association (herein referred to as "Assignee"), and has entered into an Assignment, Security Agreement and Mortgage-Trademarks (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, to secure the payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Trademarks to secure the prompt payment, performance and observance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in, and mortgage on the Trademarks made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 26th day of July, 1999.

ATTEST:

MYSTAR COMMUNICATIONS CORPORATION

By: Charles Jeffrey Brodn

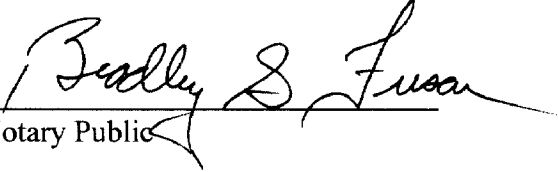
By: Michael S. Maurer
Michael S. Maurer, Chairman

Printed: CHARLES JEFFREY BRODN

Title: CFO

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

On this 26th day of July, 1999, before me personally appeared Michael S. Maurer and Charles Jeffrey Basch, to me known, who, being by me duly sworn, did depose and say that they are the Chairman and Chief Financial Officer, respectively, of Mystar Communications Corporation, the corporation described in and which executed the foregoing instrument, and that they executed the foregoing instrument on behalf of said corporation.



Notary Public

Printed

My County of Residence:



~~BRADLEY S. FUSON~~, Notary Public
My Commission Expires: August 28, 2006
Residing in Hamilton County

My Commission Expires:

This Instrument Prepared By: Bradley S. Fuson
Krieg DeVault Alexander & Capehart, LLP
2800 One Indiana Square
Indianapolis, Indiana 46204-2017
(317) 636-4341

SCHEDULE 1-A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

MYSTAR COMMUNICATIONS CORPORATION

Registered Trademarks

<u>Registration Number</u>	<u>Description of Mark</u>	<u>Date of Registration</u>	<u>State or Country</u>
1538535	Night Breeze	May 9, 1989	USA

TRADEMARK APPLICATIONS

<u>Application Number</u>	<u>Description of Mark</u>	<u>Date of Registration</u>	<u>State or Country</u>
None			