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TRADEMARKS ONLY



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To the Honorable Commissioner

101189172

marks:

Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying interest: SpectraLabs Technologies, LLC



2. Name and Address of Party(ies) receiving an interest:

Entity: AirCell, Inc. Internal Address: 1172 Century Drive Street Address: Building B, Suite 280 City: Louisville State: CO, 80027 Date/Zip:

10-22-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #31

- Entity: Individual(s) Association General Partnership Limited Partnership Corporation-State Other LLC, Limited Liability Company, State of Colorado

- Entity: Individual(s) Association General Partnership Limited Partnership Corporation-State Colorado Other Citizenship

Additional name(s) of conveying party(ies) attached: yes no

- 3. Description of the interest conveyed: Assignment Change of Name Other Security Agreement Merger Date of execution of attached document September 30, 1999

If not domiciled in the United States, a domestic representative designation is attached: yes no (The attached document must not be an assignment) Additional name(s) and addresses attached: yes no

4. Application number(s) or registration number(s) Additional sheet attached? yes no

A. Trademark Application No.(s)

75/349,683

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Dan Cleveland, Jr. Address: Duft, Graziano & Forest, P.C. 1790 30th Street, Suite 140 City: Boulder State/Zip: CO, 80301-1018

6. Number of applications and registrations involved: 1

- 7. The \$40 filing fee is enclosed. 8. Please charge the \$ filing fee to Deposit Account No. (duplicate copy of this page attached) 9. Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 04-1697

DO NOT USE THIS SPACE

10. 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.

Dan Cleveland, Jr. Name of Person Signing

Signature

10/20/99 Date

Total number of pages comprising coversheet: 1

rev. 10/1993

10/28/1999 NTHA11 00000262 75349683

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(40.00 DP)

Trademark Assignment

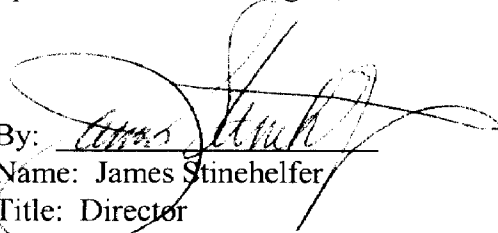
WHEREAS, SpectraLabs Technologies, LLC, a Colorado Limited Liability Company, with its principal place of business at 100 Technology Drive, Suite 225, Building A, Broomfield, CO 80021 (Assignor), owns and has a *bona fide* intent to use the Mark LINK MAKER (the Mark) in connection with the following goods and/or services: computer operating software for wireless radio systems; and

WHEREAS, Assignor has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office based on Assignor's *bona fide* intent to use the mark in commerce in connection with the above-described goods and/or services, Application Serial No.: 75/349,683, filed on September 2, 1997; and

WHEREAS, AirCell, Inc., a Colorado Corporation, with its principal place of business at 1172 Century Drive, Building B, Suite 280, Louisville, CO 80027 (Assignee), desires to acquire the business of the Assignor in connection with which Assignor has a *bona fide* intent to use the Mark and the pending Application;

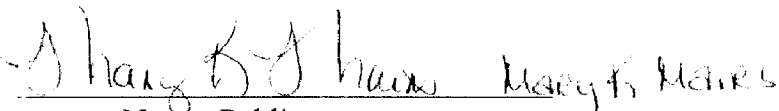
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark and the pending Application therefor, together with that portion of Assignor's business in connection with which it has a *bona fide* intent to use the Mark.

SpectraLabs Technologies, LLC

By: 
Name: James Stinehelfer
Title: Director

Dated effective as of: SEPTEMBER 30, 1999

SUBSCRIBED and SWORN to before me this 30TH of SEPTEMBER 1999.


Notary Public

My Commission Expires: 7/30/2001

Attorney Reference No.: 6075/005T