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

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

1. Name of conveying party(ies):
 BELLSOUTH CORPORATION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Georgia
 Other _____

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

2. Name and address of receiving party(ies)

Name: MOBILE COMMUNICATIONS CORPORATION
OF AMERICA
 Internal Address: Suite 300
 Street Address: 1800 E. County Line Road
 City: Ridgeland State: MS ZIP: 39157

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: September 7, 1995

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

A. Trademark Application No.(s)
74/609,176
74/639,868

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Sandra J. Evans
 Internal Address: BellSouth Corporation
Suite 1700
 Street Address: 1155 Peachtree Street, NE
 City: Atlanta State: GA ZIP: 30309

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....(\$ 65.00)

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-1862
 (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.

CHRISTOPHER M. ARENA [Signature] 9-7-95
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

TRADEMARK ASSIGNMENT

Whereas, BELLSOUTH CORPORATION ("Assignor"), a Georgia corporation, doing business at 1155 Peachtree Street, N.E., Atlanta, Georgia 30309-3610, has adopted and is the owner of the following pending Trademark or Service Mark applications (the "Marks"):

<u>Mark</u>	<u>Serial No.</u>	<u>Date of Filing</u>
MESSAGE NOW	74/609,176	December 9, 1994
WE'RE WHAT YOU NEED TO KNOW	74/639,868	February 27, 1995

Whereas, BellSouth Enterprises, Inc. ("First Assignee"), a Georgia corporation, is a wholly-owned subsidiary of Assignor; and

Whereas, BellSouth Mobile Systems, Inc. ("Second Assignee"), a Georgia corporation, is a wholly-owned subsidiary of the First Assignee; and

Whereas, Mobile Communications Corporation of America ("Assignee"), a Georgia corporation, is a wholly-owned subsidiary of the Second Assignee; and

Whereas, Assignor desires to assign the Marks to the First Assignee as a contribution to capital; and

Whereas, the First Assignee desires to further assign the Marks to the Second Assignee as a contribution to capital; and

Whereas, Second Assignee desires to further assign the Marks to the Assignee as a contribution to capital;

NOW, THEREFORE, to all whom it may concern:

Be it known that in connection with the contribution to the capital of First Assignee, said Assignor by these presents does assign and transfer unto the said First Assignee the entire right, title and interest in and to the said Marks and registration thereof, together with the good will of the business connected with the use of and symbolized by the Marks, including the right to sue and collect damages for infringement, including past infringement, thereof; and

Be it known that in connection with the contribution to the capital of Second Assignee, said First Assignee by these presents does assign and transfer unto the said Second Assignee the entire right, title and interest in and to the said Marks and registration thereof, together with the good will of the business

connected with the use of and symbolized by the Marks, including the right to sue and collect damages for infringement, including past infringement, thereof; and

Be it known that in connection with the contribution to the capital of Assignee, said Second Assignee by these presents does assign and transfer unto the said Assignee the entire right, title and interest in and to the said Marks and registration thereof, together with the good will of the business connected with the use of and symbolized by the Marks, including the right to sue and collect damages for infringement, including past infringement, thereof.

BELLSOUTH CORPORATION

By: Charles S. Hamm
Charles S. Hamm, Group President
Mobile Systems

BELLSOUTH ENTERPRISES, INC.

By: Charles S. Hamm
Charles S. Hamm, Group President
Mobile Systems

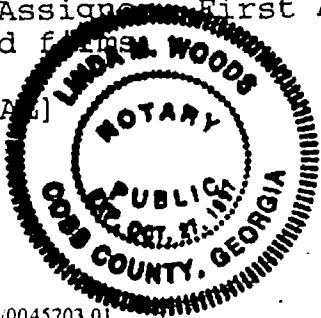
BELLSOUTH MOBILE SYSTEMS, INC.

By: Charles S. Hamm
Charles S. Hamm, President

State of Georgia
County of Fulton

Personally appeared before me the said Charles S. Hamm who executed the foregoing assignment in my presence and testified that he had the authority to execute the same on behalf of Assignee, First Assignee and Second Assignee as a member of said firm.

[SEAL]



Linda M. Woods
Notary Public
My commission expires: 10/27/97

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