MMD 3/2/00 NE

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

03-02-2000

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

US PATENT & TRADEMARK OFFICE
NOV 12 P 3:30

MMD 11/12/99

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

- [x] 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
- Effective Date Month Day Year
- [ ] Change of Name
- [x] Other Notice of Security interest in Trademarks

Conveying Party

[ ] Mark if additional names of conveying parties attached

Name: Paging Network, Inc.

Execution Date Month Day Year: 11/2/99

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [x] Corporation [ ] Association

[ ] Other

[ ] Citizenship/State of Incorporation/Organization

Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: Bank of America, N.A.

DBA/AKA/TA:

Composed of:

Address (line 1): 901 Main Street

Address (line 2): 64th Floor

Address (line 3): Dallas (City) Texas (State/Country) 75202 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[ ] Corporation [ ] Association

[x] Other National Bank Association

[ ] 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.)*

11/30/1999 TTDN11 00000166 2132807

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 875.00 OP

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

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 (214) 698-3855

Name Bee Archaphorn

Address (line 1) Donohoe, Jameson & Carroll, P.C.

Address (line 2) 1201 Elm Street, Suite 3400

Address (line 3) Dallas, Texas 75270

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 4

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)		
	See attached			See attached	

Number of Properties

Enter the total number of properties involved. # 36

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 915.00

Method of Payment: Enclosed [x] 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.

Bee Archaphorn	Bee Archaphorn	11/10/99
Name of Person Signing	Signature	Date Signed

Trademarks

Trademark Serial Number	Trademark/Description of Trademark	Date of Trademark
2,132,807	1-800-VoiceNow	01/27/98
1,723,483	Beeper Man (Logo)	10/13/92
1,797,822	Beeps & Vibes	10/12/93
2,137,969	CallWorx	02/17/98
2,137,968	DialWorx	02/17/98
2,154,294	E-Worx	04/28/98
1,887,493	FaxNow	04/04/95
2,137,967	ImageWorx	02/17/98
1,920,242	MessageNow	09/19/95
2,170,249	OneWorx	06/30/98
1,575,583	PAGEMAIL	01/02/90
1,765,224	PageMate	03/13/93
2,107,504	PageNet In Touch and Ingenious	10/21/97
1,864,960	PageNet Nationwide (Logo)	11/29/94
1,811,129	PAGENET (Stylized Logo)	12/14/93
1,245,604	PAGENET	07/12/83
1,777,420	SurePage	06/15/93
2,181,459	VOICENOW (PageNet and Design)	08/11/98
1,866,565	VOICENOW	12/06/94
2,137,980	VoiceWorx	02/17/98
2,181,458	Hear the Latest	08/11/98
2,143,244	PageBank	03/10/98
2,181,459	VoiceNow (Design)	08/11/98

Trademark Applications

Trademark Application Serial Number	Trademark/Description of Trademark Applied For	Date of Trademark Application
74-591,064	DataNow	10/27/94
75-738,347	DeliveryMate	06/28/99
75-738,348	Jackpot	06/28/99
75-495,379	MarketTrax	06/03/98
75-702,605	MyClips	05/11/99
75-360,215	PageNet (for software)	09/19/97
75-360,216	PageNet (Stylized for Software)	9/19/97
75-176,442	TrafficWorx	10/03/96
75-794,310	Volley	09/08/99
75-236,255	V (Design)	02/04/97
75-176,146	IntelliWorx	10/03/96
75-495,397	ParentNotes	06/03/98
75-236,259	VoiceNow Notes	02/04/97

NOTICE OF SECURITY INTEREST IN TRADEMARKS

United States Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Intellectual Property Security Agreement (the "*IP Security Agreement*") dated as of November 2, 1999, granted by Paging Network, Inc. ("*Debtor*") in favor of Bank of America, N.A., as Documentation Agent for each Lender, and each Lender ("*Secured Parties*"), Debtor has granted to Secured Parties a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below:

Trademarks

Trademark Serial Number	Trademark/Description of Trademark	Date of Trademark
2,132,807	1-800-VoiceNow	01/27/98
1,723,483	Beeper Man (Logo)	10/13/92
1,797,822	Beeps & Vibes	10/12/93
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75-495,397	ParentNotes	06/03/98
75-236,259	VoiceNow Notes	02/04/97

Very truly yours,

PAGING NETWORK, INC.

By: _____

BARRY DUNCAN, VP & CONTROLLER

(Print Name) (Print Title)

Acknowledged by:

BANK OF AMERICA, N.A.
as Documentation Agent

By: _____

_____ _____

(Print Name) (Print Title)

TRADEMARK
REEL: 002028 FRAME: 0770

Very truly yours,

PAGING NETWORK, INC.

By: _____

_____, _____
(Print Name) (Print Title)

Acknowledged by:

BANK OF AMERICA, N.A.
as Documentation Agent

By: _____

JULIE A. SCHELL
(Print Name) VICE PRESIDENT (Print Title)

RECORDED: 03/02/2000

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REEL: 002028 FRAME: 0771