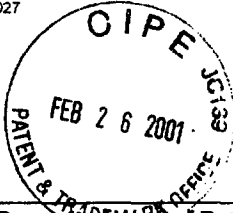


03-07-2001



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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 h.2001
- 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
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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

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01 FC:481 40.00 OF
02 FC:482 50.00 OF

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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

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)

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.

JAMES M. PACIOUS

Name of Person Signing

Signature

February 26, 2001

Date Signed

ASSIGNMENT

WHEREAS, NeoPoint, Inc., a California corporation (hereinafter "ASSIGNOR"), located at 15445 Innovation Drive, San Diego, California 92128, and previously located at 4225 Executive Square, 6th Floor, La Jolla, California 92037, is the owner of the trademark rights and trademark applications listed in the attached Schedule (A) (hereinafter referred to as "said marks");

WHEREAS, Leap Wireless International, Inc., a Delaware corporation (hereinafter "ASSIGNEE"), located at 10307 Pacific Center Court, San Diego, California 92121, desires to acquire any and all right, title, and interest that ASSIGNOR may have in and to said marks, including any application and/or registration thereon, together with the goodwill of the business in connection with which said marks are used and which is symbolized by said marks, along with the right to recover for damages and profits for past infringement thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby transfers and assigns to ASSIGNEE all right, title, and interest it may possess in and to said marks and the registration therefor, together with the goodwill of the business in connection with which said marks are used and which is symbolized by said marks, along with the right to recover for damages and profits for past infringements thereof;

ASSIGNOR further warrants and covenants that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said marks, said applications, and said Certificates of Registrations and legal equivalents in foreign countries as may be known and accessible to ASSIGNOR, and that ASSIGNOR will testify as to the same in any United States Patent and Trademark Office proceeding or litigation related thereto and will promptly execute and deliver to ASSIGNEE or its legal representative any and all papers, instruments, or affidavits required to apply for, obtain, maintain, issue, and enforce said trademark rights, said applications, and said Certificates of Registration and said equivalents thereof in any foreign country which may be necessary or desirable to carry out the purposes thereof.

Em

SCHEDULE A



Mark:	Class:	Filing Date:
MOBILE. LOCAL. MAGICAL 75/848,698 T107133US0	ITU 42	8/18/00
MYALADDIN 75/839,169 T10717US0	ITU 38	11/9/99
MYALADDIN .COM 75/822,859 10724US0	ITU 38	10/14/99

Mark Country Docket No.	Class	App. Number	Filing Date
MYALADDIN – Argentina T10717AR0	42		
MYALADDIN – Australia T10717AU0	42	833157	4/28/00
MYALADDIN – Brazil T10717BR0	42	822669668	5/2/00
MYALADDIN – Canada T10717CA0	42		
MYALADDIN – China T10717CN0	42		

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Mark Country Docket No.	Class	App. Number	Filing Date
MYALADDIN - European Community T10717EU0	42		
MYALADDIN -Hong Kong T10717HK0	42	2000 09111	4/27/00
MYALADDIN - Israel T10717IL0	42		
MYALADDIN - Japan T10717JP0	42	2000-45246	4/27/00
MYALADDIN - Korea T10717KR0	42		
MYALADDIN - Switzerland T10717CH0	42		
MYALADDIN - Taiwan T10717TW0	42		