

05-03-2001



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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

StarCom International Inc.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: April 12, 2001

2. Name and address of receiving party(ies)

Name: StarCom Wireless, Inc.

Internal Address:

Street Address: 11 Bellwether Way

City: Bellingham State: WA Zip: 91225

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DE
- 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

RECEIVED
2001 MAY -2 PM 4: 28
ASSIGNMENT SECTION
DIVISION

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

A. Trademark Application No.(s)

SEE ATTACHED

B. Trademark Registration No.(s)

SEE ATTACHED

Additional number(s) attached Yes No

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

Name: Steven J. Becker

Internal Address:

Street Address: 4224 Dumas Ave

City: Bellingham State: WA Zip: 98226

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Manase Mansur
Name of Person Signing

Manase Mansur
Signature

05-02-01
Date

5

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

05/03/2001 JJALLAH2 00000001 76151267 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
150.00 OP

TRADEMARK
REEL: 002285 FRAME: 0574

ATTACHMENT
TO RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

4. **Application number(s) or registration number(s):**

A. Trademark Application No.(s):

Serial No. 76151267

Serial No. 75084052

Serial No. 78040337

Serial No. 76151268

Serial No. 76151266

B. Trademark Registration No.(s):

Registration No. 2,312,130

Registration No. 2,427,182

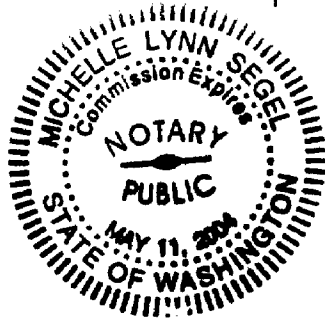
ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, StarCom International Inc., a Washington corporation with its principal place of business located at 4224 Dumas Avenue, Bellingham, WA 98226 ("Assignor"), is the owner of the trademarks and/or service marks set forth on Exhibit A attached hereto and incorporated herein by reference (the "Marks"); and


WHEREAS, StarCom Wireless, Inc., a Delaware corporation with its principal place of business located at 11 Bellwether Way, Suite 305, Bellingham, WA 98225 ("Assignee"), is desirous of acquiring the Marks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and in accordance with the terms of that certain Asset Purchase Agreement dated as of April 5, 2001, between Assignor and Assignee, Assignor does hereby assign and transfer unto Assignee all of Assignor's right, title and interest in and to the Marks set forth on Exhibit A, together with the goodwill appurtenant thereto.

Signed this 12th day of April _____ 2001.



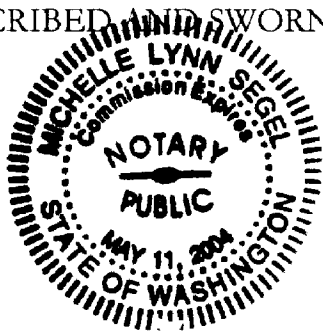
STARCOM INTERNATIONAL INC.

By  _____
Steven J. Becker, President

STATE OF Washington)
) ss:
COUNTY OF Whatcom)

On the 12th day of April 2001, before me personally appeared Steven J. Becker, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he is the President of StarCom International Inc., the corporation described in and which executed the foregoing instrument, that he has signed said instrument as a free act on behalf of said corporation, and that he has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me this 12th day of April 2001.



Michelle Segel
Name: Michelle Segel
NOTARY PUBLIC in and for the state of
Washington, residing at Ferndale WA
My Appointment Expires: 5.11.2004

EXHIBIT A

TRADEMARKS AND/OR SERVICE MARKS

Trademark/Service Mark	Registration/Serial No.	Registration/Filing Date
GUARDIAN STAR	Serial No.: 76151267	Filing Date: October 20, 2000
STARCOM	Serial No.: 75084052	Filing Date: April 4, 1996
STARDATA	Serial No.: 78040337	Filing Date: December 21, 2000
STARLITE	Serial No.: 76151268	Filing Date: October 20, 2000
STARNAV	Registration No.: 2,312,130	Registration Date: January 25, 2000
STARNET	Registration No.: 2,427,182	Registration Date: February 6, 2001
STARPATROL	Serial No.: 76151266	Filing Date: October 20, 2000