

07-30-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

UNITED STATES PATENT AND TRADEMARK OFFICE

Tab settings

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

1. Name of conveying party(ies):
BACKWIRE.COM, INC. 7-120)

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

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

2. Name and address of receiving party(ies)
Name: **Leap Wireless International, Inc.**
Internal Address: _____
Address: _____
Street Address: **10307 Pacific Center Court**
City: **San Diego** State: **CA** Zip: **92121**

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: **July 11, 2001**

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

A. Trademark Application No.(s)
76/184,201 76/184,202
75/923,844 76/032,914

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Patrick J. Coyne/James M. Pacious**
Internal Address: **c/o Collier Shannon Scott, PLLC**

07/27/2001 LUPELLER 00000109 76184201

01 FC:481 40.00 OP
02 FC:482 75.00 OP

Street Address: **3050 K Street, N.W.**
Suite 400

City: **Washington** State: **DC** Zip: **20007**

6. Total number of applications and registrations involved: **4**

7. Total fee (37 CFR 3.41).....\$ **115.00**

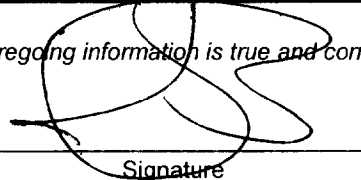
Enclosed
 Authorized to be charged to deposit account

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.

JAMES M. PACIOUS  **12 JULY 2001**
Name of Person Signing Signature Date

Total number of pages including cover sheet attachments, and document **6**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 2335 FRAME: 0796

ASSIGNMENT NUNC PRO TUNC

WHEREAS, Backwire.com, Inc., a Delaware corporation (hereinafter "ASSIGNOR"), located at 700 South Washington Street, Suite 220, Alexandria, Virginia 22314, is the owner of the trademark rights and trademark applications listed in the attached Schedule (A) (the "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 the Marks, including any application and/or registration thereon, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, along with the right to recover for damages and profits for past infringement thereof;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, and effective April 24, 2001, ASSIGNOR hereby sells, assigns, transfers, and conveys to ASSIGNEE all right, title, and interest it may possess in and to the Marks and the registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, along with the right to recover for damages and profits for past infringements thereof;

ASSIGNOR hereby warrants and covenants that no assignment, sale, agreement, or encumbrance has been or will be made or entered into which would conflict with this assignment and sale;

ASSIGNOR further agrees that said transfer includes the right, effective as of April 24, 2001, to bring in ASSIGNEE's own name any protect, demand and/or cause of action for damages for unauthorized use or infringement of said Marks;

ASSIGNOR further warrants and covenants that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to the 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.

IN WITNESS WHEREOF, Backwire.com, Inc., a Delaware corporation, has caused these presents to be executed nunc pro tunc effective as of April 24, 2001.

Dated: 7/11/01

By: Thomas MacIsaac
Name: Thomas MacIsaac
Title: Chief Executive Officer
Backwire.com, Inc.

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) ss:
)

Sworn and subscribed to before me this 11th day of July, 2001.

Concetta C. Johnson
Notary Public

My Commission expires: _____

CONCETTA C. JOHNSON
Notary Public, State of Virginia
My comm expires Aug. 31, 2002

SCHEDULE A

COUNTRY	MARK	APPLICATION/ REGISTRATION NO.	CURRENT STATUS
United States	BACKWIRE Logo	Application No. 76/032,914	Filed 4/21/00 (claiming first use date of 3/00) No assignment
	BACKWIRE	Application No. 75,923,844	Filed 2/18/00 (based on intent to use); Office Action mailed 8/16/00 Assignees: Imperial Bank 2169/0587, 10/23/00
	BACKWIRE	Application No. 76/184,202	Filed 12/21/00 (based on intent to use) No assignment
	BACKWIRE	Application No. 76/184,201	Filed 12/21/00 (based on intent to use) No assignment
Argentina	BACKWIRE	Application No. 2302810	Filed 8/18/00 (claiming priority of US App. No. 75/923,844)
Australia	BACKWIRE	Application No. 846709	Filed 8/17/00 (claiming priority of US App. No. 75/923,844)
Brazil	BACKWIRE	Application No. 823081222	Filed 8/17/00 (claiming priority of US App. No. 75/923,844); Published 11/7/00
Canada	BACKWIRE	Application No. 1071806	Filed 8/18/00 (claiming priority of US App. No. 75/923,844)
European Community	BACKWIRE	Application No. 1815398	Filed 8/18/00 (claiming priority of US App. No. 75/923,844)
Hong Kong	BACKWIRE	Application No. 18628/2000	Filed 8/18/00 (claiming priority of US App. No. 75/923,844)
Israel	BACKWIRE	Application No. 141067	Filed 8/17/00 (claiming priority on US App. No. 75/923,844)
		Application No. 141068	Filed 8/17/00 (claiming priority on US App. No. 75/923,844)

COUNTRY	MARK	APPLICATION/ REGISTRATION NO.	CURRENT STATUS
Japan	BACKWIRE	Application No. 2000-91904	Filed 8/18/00 (claiming priority on US App. No. 75/923,844) Published 9/14/00
Korea (South)	BACKWIRE	Application No. 41- 2000-22601	Filed 8/18/00 (claiming priority on US App. No. 75/923,844)
Malaysia	BACKWIRE	Application No. 2000/11414	Filed 8/18/00 (claiming priority on US App. No. 75/923,844)
		Application No. 2000/11413	Filed 8/18/00 (claiming priority on US App. No. 75/923,844)
Mexico	BACKWIRE	Application No. 442842	Filed 8/18/00 (claiming priority on US App. No. 75/923,844 and first use in Mexico on 3/4/00)
Peru	BACKWIRE	Application No. 112226	Filed 8/18/00 (claiming priority on US App. No. 75/923,844)
Singapore	BACKWIRE	Application No. T00/14598D	Filed 8/18/00 (claiming priority on US App. No. 75/923,844)
		Application No. TOO/14599B	Filed 8/18/00 (claiming priority on US App. No. 75/923,844)