

11-19-2001



101897252

**TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New 11-19-01
- 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  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other ASSIGNMENT OF SECURITY INTEREST (TRADEMARKS)

**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/AK/A/T/A

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

FOR OFFICE USE ONLY

11/19/2001 6TOM11 00000088 75738347

01 FC:401 40.00 OP  
02 FC:402 725.00 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

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)		
<input type="text" value="SEE ATTACHED"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="SEE ATTACHED"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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.

LORI POTTS

11/15/01

Name of Person Signing

Signature

Date Signed

**Exhibit A**  
**to**  
**Assignment of Security Interest (Trademarks)**  
**Dated as of October 2, 2001**

**I. PENDING SERVICE MARKS AND TRADEMARKS**

**UNITED STATES**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Serial No.</b>	<b>Filing Date</b>	<b>Status</b>
<b>DELIVERYMATE</b>			75-738347	6/28/99	Pending SOU due 10/11/00 (EOT filed ?)
<b>JACKPOT</b>			75-738348	6/28/99	Pending SOU due 10/11/00 (EOT filed ?)
<b>MARKETTRAX</b>			75-495379	06/03/98	Pending SOU due 12/12/00
<b>MYCLIPS</b>			75-702605	05/11/99	Pending SOU due 01/25/01
<b>PAGENET</b>			75-360216	09/19/97	Pending SOU due 12/01/00
<b>PAGENET stylized</b>			75-360215	09/19/97	Pending SOU due 12/08/00
<b>VOLLEY</b>			75-794310	9/8/99	Pending Published 08/22/00

II. REGISTERED SERVICE MARKS AND TRADEMARKS

UNITED STATES

Mark	Reg. No.	Reg. Date	Serial No.	Filing Date	Status
1-800-VOICENOW	2,132,807	1/27/98	75-270355	04/07/97	Issued Use: 01/27/03-04 Renew: 01/27/08
BEEPS & VIBES	1,797,822	10/12/93	74-363711	03/01/93	Issued Use: 10/12/98-99 (8/15 filed?) Renew: 10/12/03
CALLWORX	2,137,969	02/17/98	75-176282	10/03/96	Issued Use: 02/17/03-04 Renew: 02/17/08
DIALWORX	2,137,968	02/17/98	75-176145	10/03/96	Issued Use: 02/17/03-04 Renew: 02/17/08
E-WORX	2,154,294	04/28/98	75-176345	10/03/96	Issued Use: 04/28/03-04 Renew: 04/28/08
FAXNOW	1,887,493	04/04/95	74-526202	05/18/94	Issued Use: 04/04/00-01 Renew: 04/04/05
HEAR THE LATEST	2,181,458	08/11/98	75-236043	02/04/97	Issued Use: 08/11/03-4 Renew: 08/11/08
IMAGEWORX	2,137,967	02/17/98	75-176144	10/03/96	Issued Use: 02/17/03-04 Renew: 02/17/08
MESSAGENOW	1,920,242	09/19/95	74-588976	10/21/94	Issued Use: 09/19/00-01 Renew: 09/19/05
MISCELLANEOUS DESIGN (Man with beeper)	1,723,483	10/13/92	74-242452	01/30/92	Issued Renew: 10/13/02
ONEWORX	2,170,249	06/30/98	75-176441	10/03/96	Issued Use: 06/30/03-04 Renew: 06/30/08
PAGEBANK	2,143,244	03/10/98	75-072789	03/14/96	Issued Use: 03/10/03-04 Renew: 03/10/08
PAGEMAIL	1,575,583	01/02/90	73-796447	4/28/89	Issued Renew: 01/02/00

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PAGENET	1,245,604	07/12/83	73-376947	07/28/82	Issued Renew: 07/12/03
PAGENET IN TOUCH AND INGENIOUS	2,107,504	10/21/97	75-236261	02/04/97	Issued Use: 10/21/02-03 Renew: 10/21/07
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SUREPAGE	1,777,420	06/15/93	74-182089	07/03/91	Issued Renew: 06/15/03
VOICENOW	1,866,565	12/06/94	74-291830	07/07/92	Issued Use: 12/06/99-00 (8/15 filed?) Renew: 12/06/04
VOICENOW NOTES			75-236259	02/04/97	Issued Notice of Allowance 2/29/00
VOICENOW PAGENET and design	2,181,459	08/11/98	75-236258	02/04/97	Issued Use: 12/06/03-04 Renew: 12/06/08
VOICEWORX	2,137,980	02/17/98	75-192476	11/04/96	Issued Use: 02/17/03-04 Renew: 02/17/08

## ASSIGNMENT OF SECURITY INTEREST (TRADEMARKS)

Reference is made to each of the following:

(a) the Intellectual Property Security Agreement, dated as of May 2, 1995, made by PAGING NETWORK, INC., a Delaware corporation (the "Debtor"), in favor of BANK OF AMERICA, N.A. (successor in interest to NATIONSBANK OF TEXAS, N.A.), as Documentation Agent (the "PageNet Documentation Agent"), and the other Secured Parties party thereto (the "PageNet Secured Parties") (as amended through November 10, 2000, the "Initial Intellectual Property Security Agreement");

(b) the Notice of Security Interest in Trademarks, executed by the Debtor and Existing PageNet Documentation Agent pursuant to the Existing Intellectual Property Security Agreement (the "Notice of Security Interest in Trademarks");

(c) the Amended and Restated Intellectual Property Security Agreement, dated as of November 10, 2000, made by PAGING NETWORK, INC., a Delaware corporation (the "Debtor"), in favor of THE BANK OF NEW YORK, as Collateral Agent (the "Existing Collateral Agent"), and the other Secured Parties party thereto (the "Secured Parties"), (as amended from time to time, the "Security Agreement"), which Security Agreement amended and restated the Initial Intellectual Property Security Agreement; and

(d) the Assignment of Security Interest (Patents and Trademarks), dated as of November 11, 2000, executed by the Debtor and PageNet Documentation Agent pursuant to which the PageNet Documentation Agent assigned any and all liens, security interests, right, title and interest of the PageNet Documentation Agent pursuant to the Initial Intellectual Property Security Agreement and the Notice of Security Interest in Trademarks in the patents, trademarks and other items which are described more fully on Exhibit A attached hereto to the Existing Collateral Agent (the "Initial Assignment").

WHEREAS, the Debtor entered into the Initial Intellectual Property Security Agreement and the Notice of Security Interest in Trademarks, to secure the payment of obligations of the Debtor to the PageNet Documentation Agent and the Secured Parties;

WHEREAS, an executed copy of the Initial Intellectual Property Security Agreement was recorded in the United States Patent and Trademark Office on Reel 1394 and Frame 0594, on September 8, 1995;

WHEREAS, an executed copy of the Notice of Security Interest in Trademarks was recorded in the United States Patent and Trademark Office on Reel 2028 and Frame 0764, on March 2, 2000;

WHEREAS, the PageNet Documentation Agent assigned its rights under the Existing Intellectual Property Security Agreement to Existing Collateral Agent, under and pursuant to the Security Agreement;

WHEREAS, an executed copy of the Initial Assignment was recorded in the United States Patent and Trademark Office on Reel 2196 and Frame 0055;

WHEREAS, The Bank of New York has resigned as Collateral Agent under the Security Agreement and Toronto Dominion (Texas), Inc. has been appointed as successor Collateral Agent (the "Successor Collateral Agent") under the Security Agreement; and

WHEREAS, as a result of the foregoing, the Existing Collateral Agent, in its capacity as Collateral Agent, desires to assign all of its right, title and interest in and to the Collateral to the Successor Collateral Agent.


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Existing Collateral Agent hereby:

(a) Assigns to the Successor Collateral Agent any and all liens, security interests, right, title and interest of the Existing Collateral Agent pursuant to the Security Agreement and the Notice of Security Interest in Trademarks in the patents, trademarks and other items which are described more fully on Exhibit A attached hereto, without recourse or representation or warranty, express or implied; and

(b) Authorizes and requests the United States Patent and Trademark Office to note and record the existence of the assignment hereby given.

IN WITNESS WHEREOF, the Existing Collateral Agent has caused this Assignment to be signed by its duly authorized officer as of the 2nd day of October, 2001.

THE BANK OF NEW YORK,  
as Existing Collateral Agent

By:   
Name: GEORGEY C. BROOKS  
Title: SENIOR VICE PRESIDENT

**Exhibit A**  
to  
**Assignment of Security Interest (Trademarks)**  
Dated as of October 2, 2001

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