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

11-19-2001

101897499

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

11-19-01

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
- [ ] Resubmission (Non-Recordation) Document ID #
- [ ] Correction of PTO Error Reel # Frame #
- [X] Corrective Document Reel # 002196 Frame # 0049

Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security Agreement
- [ ] Nunc Pro Tunc Assignment
- [ ] Merger
- Effective Date Month Day Year
- [ ] Change of Name
- [X] Other GRANT OF SECURITY INTEREST (TRADEMARKS)

Conveying Party

[ ] Mark if additional names of conveying parties attached

Name: ARCH WIRELESS HOLDINGS, INC.

Execution Date Month Day Year: 11 10 00

Formerly: ARCH PAGING, INC.

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [X] Corporation
- [ ] Association
- [ ] Other
- [X] Citizenship/State of Incorporation/Organization: DELAWARE

Receiving Party

[X] Mark if additional names of receiving parties attached

Name: THE BANK OF NEW YORK

DBA/AKA/TA:

Composed of:

Address (line 1):

Address (line 2): ONE WALL STREET

Address (line 3): NEW YORK (City) NEW YORK (State/Country) 10286 (Zip Code)

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [X] Corporation
- [ ] Association
- [ ] Other
- [X] Citizenship/State of Incorporation/Organization: NEW YORK

[ ] 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.)*

FOR OFFICE USE ONLY

11/20/2001 GTON11 00000016 75495392

01 FC:481 40.00 OP
02 FC:482 250.00 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 (212) 692-1975

Name BRYAN CAVE LLP

Address (line 1) SHARON ELWIN, LEGAL ASSISTANT

Address (line 2) 245 PARK AVENUE

Address (line 3) NEW YORK, NY 10167-0034

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)

[X] 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)		
75/495392	75/828213	75/868375	2029699		
78/001685	78/005020	78/014812			
78/015003	78/021672	78/025585			

Number of Properties

Enter the total number of properties involved. # 11

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 290

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 [X]

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	Lori Potts	11/15/01
Name of Person Signing	Signature	Date Signed

FORM PTO-1618C
Expires 06/30/99
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RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

Conveying Party
Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

Receiving Party
Enter Additional Receiving Party

☒ Mark if additional names of receiving parties attached

Name: UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee under the Indenture, dated 2/7/94, with Arch Wireless Communications, Inc. and as a Collateral Agent

Composed of

Address (line 1): 114 WEST 47TH STREET

Address (line 2)

Address (line 3): NEW YORK (City) NEW YORK (State/Country) 10036 (Zip Code)

☐ Individual ☐ General Partnership ☐ Limited Partnership

☒ Corporation ☐ Association

☐ Other

☐ 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 the Assignment.)*

☒ Citizenship/State of Incorporation/Organization: NEW YORK

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)		
78/025588					

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Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐ Mark if additional names of receiving parties attached

Name: UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee under the Indenture, dated 12/5/94, with Arch Wireless Communications, Inc. and as a Collateral Agent

Composed of

Address (line 1): 114 WEST 47TH STREET

Address (line 2)

Address (line 3): NEW YORK (City) NEW YORK (State/Country) 10036 (Zip Code)

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☒ Corporation ☐ Association

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Trademark Application Number(s)			Registration Number(s)		

12-5-00

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

12-18-2000

101553985

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

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- [ ] Merger
- Effective Date Month Day Year
- [ ] Change of Name
- [X] Other GRANT OF SECURITY INTEREST (TRADEMARKS)

Conveying Party [ ] Mark if additional names of conveying parties attached

Name: ARCH WIRELESS HOLDINGS, INC. — Execution Date Month Day Year: 11 10 00

Formerly: ARCH PAGING, INC. 75495392

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

[ ] Other

[X] Citizenship/State of Incorporation/Organization: DELAWARE

Receiving Party [ ] Mark if additional names of receiving parties attached

Name: THE BANK OF NEW YORK

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2): ONE WALL STREET

Address (line 3): NEW YORK (City) NEW YORK (State/Country) 10286 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] Corporation [ ] Association

[ ] Other

[ ] 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.)*

[X] Citizenship/State of Incorporation/Organization: NEW YORK

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12/15/2000 STONE11 00000166 75495392
01 FC:481 40.00 OP
02 FC:482 250.00 OP

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

Page 2

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

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 (212) 692-1975

Name: BRYAN CAVE LLP

Address (line 1): SHARON ELWIN, LEGAL ASSISTANT

Address (line 2): 245 PARK AVENUE

Address (line 3): NEW YORK, NY 10167-0034

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 3

Trademark Application Number(s) or Registration Number(s) [X] 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)		
75/495392	75/828213	75/868375	2029699		
78/001685	78/005020	78/014812			
78/015003	78/021672	78/025585			

Number of Properties Enter the total number of properties involved. # 11

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 295.00

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 [X]

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	Lori Potts	12/01/00
Name of Person Signing	Signature	Date Signed

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Expires 06/30/99
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RECORDATION FORM COVER SHEET
CONTINUATION
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Conveying Party
Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

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Trademark Application Number(s)			Registration Number(s)		
78/025588					

GRANT OF SECURITY INTEREST (TRADEMARKS)

ARCH WIRELESS HOLDINGS, INC., a Delaware corporation (formerly, Arch Paging, Inc. and hereinafter, the "Grantor"), has entered into the Security and Intercreditor Agreement, dated as of March 23, 2000 (as from time to time amended, supplemented or otherwise modified, the "Security Agreement") made by the Grantor, Arch Wireless Communications, Inc., a Delaware corporation (formerly, Arch Communications, Inc. and hereinafter, the "Arch"), and each of the subsidiaries of Arch listed on Schedule I thereto in favor of The Bank of New York ("BNY"), in its capacities as administrative agent under a certain credit agreement, as Security Agent and as a Collateral Agent, United States Trust Company of New York ("US Trust"), as trustee under the Indenture, dated as of February 7, 1994, between Arch (formerly known as USA Mobile Communications, Inc. II) and US Trust, and as a Collateral Agent, and US Trust, as trustee under the Indenture, dated as of December 15, 1994, between Arch and US Trust, and as a Collateral Agent.

Pursuant to the Security Agreement, the Grantor granted to the Collateral Agents, equally and ratably, a security interest in all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule I attached hereto, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Collateral Agents, equally and ratably, a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Security Agent with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Collateral Agents' respective addresses are (i) in the case of BNY, as a Collateral Agent, The Bank of New York, Agency Function Administration, One Wall Street, 18th Floor, New York, New York 10286, Attention: Michael Pizarro, Telephone: (212) 635-4697, Facsimile: (212) 635-6365 or 6366 or 6367, with a copy to: The Bank

of New York, One Wall Street, 16th Floor, New York, New York 10286, Attention: Geoffrey C. Brooks, Telephone: (212) 635-8475, Facsimile: (212) 635-8593, and (ii) in the case of US Trust, as a Collateral Agent, United States Trust Company of New York, 114 West 47th Street, New York, New York 10036, Attention: Peggy Ciesmelewski, Corporate Trust Department, Telephone: (212) 852-1674, Facsimile: (212) 852-1626.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 10th day of November, 2000.

ARCH WIRELESS HOLDINGS, INC.

By: _____
Name: Gerald J. Cimmino
Title: Vice President and Treasurer

COMMONWEALTH OF MASSACHUSETTS)
) ss.:
COUNTY OF SUFFOLK)

On this 10th day of November, 2000, before me personally came Gerald J. Cimmino, to me known, who, being by me duly sworn, did depose and say that he resides at 6 Crystal Drive, Franklin, Massachusetts; that he is a Vice President and Treasurer of ARCH WIRELESS HOLDINGS, INC., the corporation described in and which executed the above instrument, and that he signed his name thereto by order of the board of directors thereof.

Laura E. Miles
Notary Public
[Notary's Stamp]

LAURA E. MILES, Notary Public
My Commission Expires March 11, 2005

Schedule I
to
Grant of Security Interest
Dated as of November 10, 2000

LIST OF TRADEMARKS

Trademarks

ARCH and Design (Trademark Registration No. 75/828213)

ARCH COMMUNICATIONS (Trademark Registration No. 75/86375)

USA MOBILE (stylized letters) (Reg. No. 2,029,699)

ZOOMLINK (Trademark Registration No. 75/495,392)

Trademark Applications

ARCH WIRELESS and Design (Serial No. 78-025,588 - Filed 9/12/00)

ARCH and Design (Serial No. 78-025,585 - Filed 9/12/00)

ARCH WIRELESS (Serial No. 78-021,671 - Filed 8/17/00)

ARCH WEBSTER (Serial No. 78-015,003 - Filed 6/29/00)

INSTANT RECALL (Serial No. 78-014,812 - Filed 6/28/00)

ARCH.NET WIRELESS (Serial No. 78-005,020 - Filed 4/20/00)

ARCH.NET WIRELESS (Serial No. 78-005,020 - Filed 4/20/00)

QWERTY (Serial No. 78-001,685 - Filed 3/29/00)

ARCH.COMMUNICATIONS (Serial No. 75-868,375 - Filed 12/10/99)