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FINANCE SECTION

04-15-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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

102055452

To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20231, and original documents or copy thereof.

1. Name of conveying party(ies):

Cricket Communications, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - Delaware
☐ 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: March 21, 2002

2. Name and address of receiving party(ies)

Name: State Street Bank and Trust Company

Internal

Address: _____

Street Address: Two Avenue DeLafayette, 6th FloorCity: Boston State: MA Zip: 02111-1724

- ☐ 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

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

A. Trademark Application No.(s) 76/261,078

B. Trademark Registration No.(s)

Additional number(s) attached ☐ Yes ☒ No

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

Name: Thomas J. McWilliams, Esq.

Internal Address:

Reed Smith, LLP

Street Address:

2500 One Liberty Place, 1650 Market StreetCity: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41)\$ 40.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

18-0586

(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.

Thomas J. McWilliams
 Name of Person Signing

Signature

March 25, 2002
 Date

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

3

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

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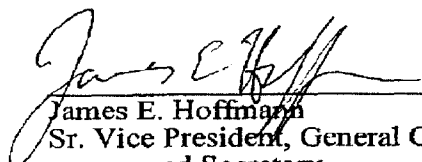
ACKNOWLEDGEMENT OF SECURITY INTEREST

As of March 22, 2002

CRICKET COMMUNICATIONS, INC., a Delaware Corporation (hereinafter "Cricket"), does hereby acknowledge that it has granted a security interest in the Trademark Applications, described on Schedule A attached hereto, to STATE STREET BANK AND TRUST COMPANY ("State Street"), to secure Cricket's obligations to State Street under the Security Agreement dated as of November 29, 1999, by and among Cricket, the Guarantors (as defined therein) and State Street.

Cricket Communications, Inc.

By:



James E. Hoffmann
Sr. Vice President, General Counsel
and Secretary

Date: 3/21/02

PHLIB-0503321.03-TJMCWILL
March 21, 2002 12:47 PM

TRADEMARK
REEL: 002482 FRAME: 0908

SCHEDULE A

Mark

U.S. Serial Number

BEST SEATS IN THE HOUSE

76/261,078

MOST COMFORTABLE SEATS IN THE HOUSE

76/261,077

GRASSHOPPER

76/040,512

CRICKETPRO

76/366,393