

05-09-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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):  
 BOOST GLOBAL PTY LTD. 5-3-02

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other Australian proprietary company

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

2. Name and address of receiving party(ies)  
 Name: BOOST WORLDWIDE, INC.  
 Internal Address: \_\_\_\_\_  
 Street Address: 2001 Edmund Halley Drive  
 City: Reston State: VA Zip: 20191

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: April 12, 2002

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
76/043,859                      76/324,631  
76/324,390                      76/324,625

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: David C. Gryce, Esq.  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Street Address: Arent Fox Kintner Plotkin & Kahn, PLLC 1050 Connecticut Ave., NW  
 City: Washington State: DC Zip: 20036

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

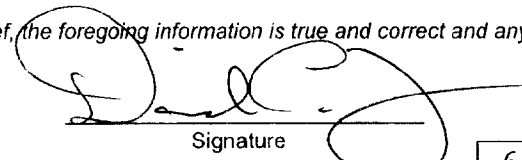
7. Total fee (37 CFR 3.41).....\$ 115.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
01-2300

(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.*

David C. Gryce, Esq.                                            5/2/02  
 Name of Person Signing                      Signature                      Date

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

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

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TRADEMARK REEL: 002501 FRAME: 0584

**Assignment of U.S. Trademarks  
between BOOST GLOBAL PTY LTD. and BOOST WORLDWIDE, INC.**

Whereas, BOOST GLOBAL PTY LTD., an Australian proprietary company, having its principal offices at Suite 501, Level 5, 35 Lime Street, Sydney, NSW 2000, Australia ("BOOST"), is the owner, free and clear of all liens and encumbrances, of all right, title, and interest in and to marks identified on the attached Schedule 1; including all applications and registrations therefor (collectively, the "Marks"), and including the goodwill associated therewith and the right to sue for and collect all awards, proceeds, and compensation accruing for the past infringements of the Marks; and

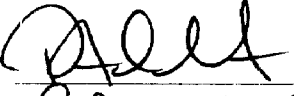
Whereas BOOST has agreed to transfer to BOOST WORLDWIDE, INC., a Delaware corporation with offices at 2001 Edmund Halley Dr. Reston, Virginia 20191 ("WORLDWIDE"), all right, title, and interest in and to the Marks, and the goodwill associated therewith; and

Whereas WORLDWIDE desires to acquire all right, title and interest in and to the Marks, including the goodwill associated therewith and the right to sue for and collect all awards, proceeds, and compensation accruing for the past infringements of the Marks;

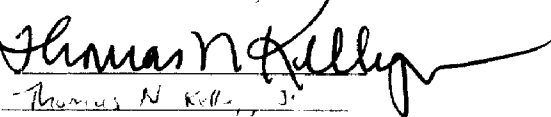
NOW, THEREFORE, in consideration of ten dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BOOST hereby transfers and assigns to WORLDWIDE, free and clear of all liens and encumbrances, all right, title, and interest in and to the Marks, including the goodwill associated therewith, and the right to sue for and collect all awards, proceeds, and compensation accruing for the past infringements of the Marks.

BOOST represents and warrants that the individual executing this document is authorized to assign the Marks and the goodwill associated therewith on behalf of BOOST to WORLDWIDE.

**BOOST GLOBAL PTY LTD.**

By:   
Name: P. Adreano  
Title: Director  
Date: April 12 - 02

**BOOST WORLDWIDE, INC.**



By:   
Name: Thomas N. Kelly, Jr.  
Title: VP  
Date: April 18, 2002

**Schedule I**


**Assignment of United States Trademarks**

**I. Trademarks**

**A. Applications**

JURISDICTION	APPLICATION NO.	DESCRIPTION OF THE MARK	APPLICATION FILING DATE	GOODS/ SERVICES
United States	76/043,859		May 8, 2000	<p><b>IC 9:</b> Smart cards, namely prepaid smart cards for mobile telephones and fixed line telephones and Internet access, calling cards.</p> <p><b>IC 36:</b> Telecommunication services, namely, calling card services for use with mobile telephones and Internet access.</p>
United States	76/324,390		October 12, 2001	<p><b>IC 25:</b> Clothing, head wear and footwear.</p>



JURISDICTION	APPLICATION NO.	DESCRIPTION OF THE MARK	APPLICATION FILING DATE	GOODS/ SERVICES
United States	76/324,631		October 12, 2001	<p><b>IC 9:</b> Telecommunications and communications equipment, apparatus and systems including for recording, transmission, reception, processing, retrieval, reproduction, manipulation, analysis, display and print out of sound, images or data (or a combination of any or all of these); Smart cards, including prepaid smart cards for mobile telephones, Internet access and telephone calling cards; accessories for cellular telephones and all other communications devices, including covers for mobile phones, protective covers, microphones and speakers, phone cradles, and holsters, downloadable ringtones, multimedia and video recordings; video games; handheld electronic and game devices.</p> <p><b>IC 16:</b> Paper, cardboard and goods made from these materials, not included in other classes; printed matter including posters, stickers, stationary, calendars, instructional and teaching material made of paper or cardboard; packaging made of plastic or paper or a combination of same; publications including catalogues, brochures, journals, leaflets, magazines and periodical publications; Cards made of cardboard and/or plastic, not being magnetically encoded, including telephone cards for making telephone calls.</p> <p><b>IC 18:</b> Leather and imitations of leather, and goods made from these materials, including carrying cases, bags, pouches, and wallets.</p> <p><b>IC 28:</b> Games and playthings; sporting articles.</p> <p><b>IC 38:</b> Telecommunications and communication services.</p> <p><b>IC 39:</b> Transportation services; packaging, storage and delivery of goods; travel arrangements and hospitality services.</p> <p><b>IC 41:</b> Education and entertainment services; providing of training; entertainment; sporting and cultural activities, programs and sponsorships; broadcasting and programming services for television, video, radio, motion pictures, and computer networks.</p>

JURISDICTION	APPLICATION NO.	DESCRIPTION OF THE MARK	APPLICATION FILING DATE	GOODS/ SERVICES
United States	76/324,625	<b>BOOST MOBILE</b>	October 12, 2001	<p><b>IC 9:</b> Telecommunications and communications equipment, apparatus and systems including for recording, transmission, reception, processing, retrieval, reproduction, manipulation, analysis, display and print out of sound, images or data (or a combination of any or all of these); Smart cards, including prepaid smart cards for mobile telephones, Internet access and telephone calling cards; accessories for cellular telephones and all other communications devices, including covers for mobile phones, protective covers, microphones and speakers, phone cradles, and holsters, downloadable ringtones, multimedia and video recordings; video games; handheld electronic and game devices.</p> <p><b>IC 16:</b> Paper, cardboard and goods made from these materials, not included in other classes; printed matter including posters, stickers, stationary, calendars, instructional and teaching material made of paper or cardboard; packaging made of plastic or paper or a combination of same; publications including catalogues, brochures, journals, leaflets, magazines and periodical publications; Cards made of cardboard and/or plastic, not being magnetically encoded, including telephone cards for making telephone calls.</p> <p><b>IC 18:</b> Leather and imitations of leather, and goods made from these materials, including carrying cases, bags, pouches, and wallets.</p> <p><b>IC 28:</b> Games and playthings; sporting articles.</p> <p><b>IC 38:</b> Telecommunications and communication services.</p> <p><b>IC 39:</b> Transportation services; packaging storage and delivery of goods; travel arrangements and hospitality services.</p> <p><b>IC 41:</b> Education and entertainment services; providing of training; entertainment; sporting and cultural activities, programs and sponsorships, broadcasting and programming services for television, video, radio, motion pictures, and computer networks.</p>



**TRADEMARK**

**RECORDED: 05/03/2002**

**REEL: 002501 FRAME: 0588**