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Form PTO-1594 (Rev. 03/01)



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U.S. Patent & TMO/TM Mail Rpt Dt. #26 U.S. Patent and ...

OMB No. 0651-0027 (exp. 5/01) 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):
Shorecliff Communications, Inc.
8-9-02

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

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

2. Name and address of receiving party(ies)
Name: Shorecliff Communications, LLC
Internal
Address: Attn: Charles L. Watkins
Street Address: 150 W. Brambleton Avenue
City: Norfolk State: VA Zip: 23510

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware limited liability company

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 25, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
~~76/016,350~~
76/141,754

B. Trademark Registration No.(s)
 2,432,389
 2,530,999

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Henry J. Huelsberg, III, Esquire
 Internal Address: Willcox & Savage, P.C.
 Street Address: One Commercial Place
Suite 1800
 City: Norfolk State: VA Zip: 23510


6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 130.00
 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: **40.00 DP**
75.00 DP
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.

Andrea Downs
 Name of Person Signing  7-21-02
 Signature Date

Total number of pages including cover sheet, attachments, and document: 5

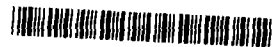
Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

08/19/2002 DBYRNE 0000142 76016350
01 FC:481
02 FC:482

Refund Ref: 08/19/2002 DBYRNE 0000119921

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TRADEMARK REEL: 002565 FRAME: 0858



IN THE UNITED STATES PATENT AND TRADEMARK OF

08-09-2002

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

ASSIGNMENT

MARK: **BROADBAND BUILDING AND CAMPUS**
SERIAL NO: **76/016,350**
INTERNATIONAL CLASS: **016**

MARK: **SHORECLIFF'S BROADBAND WIRELESS
WORLD FORUM**
SERIAL NO: **76/141,754**
INTERNATIONAL CLASS: **035**


WHEREAS, Shorecliff Communications, Inc., a California corporation, with its principal office located at 26311 Junipero Street, Suite 110, San Juan Capistrano, California, has intended to use the service marks "BROADBAND BUILDING AND CAMPUS" and "SHORECLIFF'S BROADBAND WIRELESS WORLD FORUM" in interstate commerce and has filed applications with the United States Patent and Trademark Office on April 3, 2000 and October 6, 2000, respectively, based on its bona fide intent to use such marks in interstate commerce, but has not yet filed Allegations of Use of the marks under Section 1(c) or 1(d) of the Trademark Act, and


WHEREAS, Shorecliff Communications, LLC, organized under the laws of the State of Delaware, with its principal office located at 26311 Junipero Street, Suite 110, San Juan Capistrano, California, is acquiring the entire business or portion thereof to which the marks pertain as required by 15 U.S.C. § 1060.

NOW, THEREFORE, for good valuable consideration, receipt of which is hereby acknowledged, Shorecliff Communications, Inc. does hereby assign unto Shorecliff Communications, LLC the marks in the above identified applications, together with the goodwill of the business symbolized by such marks, as part of the entire business or portion thereof to which the marks pertain.

This instrument is executed and delivered pursuant to, and for the consideration provided in, a Contribution Agreement dated July 25, 2002.

SHORECLIFF COMMUNICATIONS, INC.

By: 
Name: Andrew S. Downs
Title: President

ATTEST:

Name: Timothy M. Downs
Title: EVP

STATE OF california)
)
CITY/COUNTY OF orange) to wit:

I, Nicole D. Barnett a Notary Public, do hereby certify that on this 25th day of July, 2002, personally appeared before me, Andreas S. Downs, who, being by me first duly sworn, declared that he/she is the president of SHORECLIFF COMMUNICATIONS, INC., that he/she signed the foregoing document as president of the company, and that the statements herein contained are true.



Nicole D. Barnett
Notary Public

(SEAL)

My commission expires: march 28, 2006



ASSIGNMENT OF UNITED STATES SERVICE MARKS

08-09-2002

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

KNOW ALL MEN BY THESE PRESENTS, that SHORECLIFF COMMUNICATIONS, INC., a California corporation ("Assignor"), has adopted, used and is using the following service marks (the "Marks") which are registered in the United States Patent and Trademark Office:


<i>SERVICE MARK</i>	<i>REGISTRATION NO.</i>	<i>REGISTRATION DATE</i>
BROADBAND WIRELESS WORLD FORUM	2,432,389	February 27, 2001
BROADBAND WIRELESS BUSINESS	2,530,999	January 15, 2002

Assignee hereby assigns and transfers to SHORECLIFF COMMUNICATIONS, LLC, a Delaware limited liability company, all of Assignee's right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the above-identified registrations thereof.

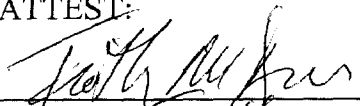
This instrument is executed and delivered pursuant to, and for the consideration provided in, a Contribution Agreement dated as of July 25, 2002.

IN WITNESS WHEREOF, this instrument has been signed on behalf of Assignee as of the date above written.

SHORECLIFF COMMUNICATIONS, INC.

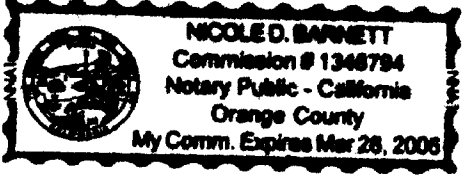
By: 
 Name: Andrea S. Downs
 Title: President

ATTEST:


 Name: Timothy M. Downs
 Title: EVP

STATE OF california)
)
CITY/COUNTY OF orange) to wit:

I, Nicole D Barnett Notary Public, do hereby certify that on this 25th day of July, 2002, personally appeared before me, Andrea S. Downs, who, being by me first duly sworn, declared that ~~he~~/she is the president of SHORECLIFF COMMUNICATIONS, INC., that ~~he~~/she signed the foregoing document as president of the company, and that the statements herein contained are true.



Nicole D Barnett
Notary Public

(SEAL)

My commission expires: March 28, 2006