

2002 DEC 10 AM 11:10

TRAD



Honorable Commissioner of Patents and Trademarks

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documents or copy thereof.

1. Name of conveying party(ies):
 Telefonica, S.A. 12-10-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Spain
 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: July 10, 2002

2. Name and address of receiving party(ies):
 Telefonica Moviles, S.A.
 Goya, 24
 28001 Madrid
 Spain

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - Spain
 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) 76/090,549	B. Trademark registration No.(s) 76/103,239
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Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Perla M. Kuhn, Esq.
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, New York 10004-1482
 (212) 837-6550
 kuhn@hugheshubbard.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 08-3264

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.

Name of Person Signing Natasha N. Reed 11/13/02
Date

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

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
Crystal Gateway 4, Room 335, Arlington, VA 22202

CERTIFICATE OF MAILING

Express Mail Certificate No.: ET963468620US

I hereby certify that this correspondence is being deposited with the United States Postal Service in an Express Mail Envelope addressed to the U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Arlington, VA 22202, at 703 308-7124 on December 9, 2002 (Date of Deposit).

Elaine S. Parker
Name

Signature

12/09/2002
Date of Signature

12/31/2002 LNUELLER 00000185 76090549

01 FC:8521
02 FC:8522

40.00 OP
25.00 OP

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APPOINTMENT FOR DOMESTIC REPRESENTATIVE

HUGHES HUBBARD & REED LLP, whose postal address is One Battery Park Plaza, New York, New York 10004-1482 United States of America, is hereby designated applicant's representative upon whom notices of process in proceedings affecting the Mark may be served

POWER OF ATTORNEY

Applicant hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney ad the power of revocation: Perla M. Kuhn, Ronald Abramson, James B. Kobak, Jr., Julius Rabinowitz, Edwin C. Bullock, Peter A. Sullivan, Robin E. Jacobson, and Kristin B. Whiting members of the Bar of the State of New York.

One Battery Park Plaza, c/o HUGHES HUBBARD & REED LLP
26 West 67 Street, New York, N.Y. 10023-7604 United States of America, to prosecute this assignment, to transact all business in the Patent and Trademark Office in connection therewith and to receive all the documentation concerned.

TELEFONICA MOVILES, S.A.

Signature D. ANTONIO HORNEDO MUGUIRO
Title ATTORNEY IN FACT
Date July 10, 2002



RICARDO VILAS DE ESCAURIAZA
N.I.F.: 32406125-E
NOTARIO
Doctor Esquerdo, 136 - 2º 28007 MADRID
(Semiesquina Plaza Conde de Casal)
Teléfono 34-915-010-710 / 915-014-100
Fax : 34-915-012-000

LEGITIMO: La firma de Don Antonio Hornero Muguero, con D.N.I. número 1.395.744-N y Don Antonio Villater Cortes, con D.N.I. número 17.829.295-V y **DOY FE**, de que tienen poderes vigentes suficientes para el Acto que antecede, el cual ha sido incorporado a un ACTA autorizada por mi el día de hoy número 2.537 de mi protocolo, a los efectos del artículo 207 del vigente Reglamento Notarial.

En Madrid a 10 de Julio de 2.002 *Sobrescrito Julio Vilas de Escalera*

25 SELLO DE
PTA LEGITIMACION
0,15€ LEGAL



[Handwritten signature]

UNITED STATES OF AMERICA

DEED OF ASSIGNMENT

This ASSIGNMENT made the ...10... day of ...July,...2002....,

BETWEEN:

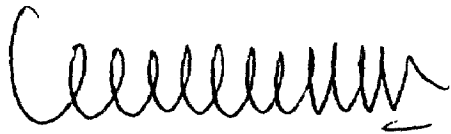
TELEFONICA, S.A., located at *Gran Vía, 28, 28013 MADRID, SPAIN*, (hereinafter called the "ASSIGNOR") of one part and

TELEFONICA MOVILES, S.A. a corporation organised under the laws of **SPAIN**, located at *Goya, 24, 28001 MADRID, SPAIN*, (hereinafter called the "ASSIGNEE") of the other part:

WHEREAS the assignor is the proprietor of Trademark Registrations No. **76/103239 e-mocion & device** and No. **76/090549 e-mocion**.

AND WHEREAS the Assignors has agreed with the Assignee for the sale, assignment and transfer of the said Trademark to the Assignee together with the goodwill of the business concerned in the goods with respect to which the Trademark is registered for; NOW WITNESSETH that in pursuance of said agreement, and in consideration of the sum of one dollar (\$1.00) paid by the said Assignee to the said Assignor, the receipt of which is hereby acknowledged, the Assignor hereby sells, assigns and transfers unto the Assignee said Trademark and all right, title and interest therein, together with the goodwill of the business concerned in the goods with respect to which the said trademark is registered for, and the right to sue and recover for past infringement thereof, TO HOLD the same unto and to the use of the Assignee, its successors and assigns absolutely during the residue of the term for which said Trademark is registered, and during the extension of the said term;

IN WITNESS WHEREOF the said parties have hereto caused their corporate seals to be affixed, together with the signatures of duly authorised officers, the day and year first above written.



D. LUIS CASADO CARRASCO
ATTORNEY IN FACT
ASSIGNOR
TELEFONICA, S.A.



D. ANTONIO HORNEADO MUGUIRO
ATTORNEY IN FACT
ASSIGNEE
TELEFONICA MOVILES, S.A.