

09-11-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



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

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Avesair, Inc.

6-4-03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 9, 2003

2. Name and address of receiving party(ies)

Name: InPhonic, Inc.

Internal Address: Suite 250

Street Address: 1010 Wisconsin Avenue, N.W.

City: Washington State: DC Zip: 20007

- 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) 76/105,500

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: Deborah M. Lodge

Internal Address: Patton Boggs, LLP

Street Address: 2550 M Street, N.W.

City: Washington State: DC Zip: 20037

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:

500-709

DO NOT USE THIS SPACE

9. Signature.

Deborah M. Lodge
Name of Person Signing

Deborah M. Lodge
Signature

June 4, 2003
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

09/11/2003 6TON11 00000050 500709 76105500

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TRADEMARK
REEL: 002821 FRAME: 0303

TRADEMARK TRANSFER AND ASSIGNMENT

In consideration of the payment by Assignee to Assignor of the sums recited in the Asset Purchase Agreement between Assignor and Assignee of even date herewith, the receipt of which is hereby acknowledged, and for other good and valuable consideration.

ASSIGNOR: **Avesair, Inc.**
Cary, NC
A Delaware corporation

hereby irrevocably sells, assigns, conveys and transfers to

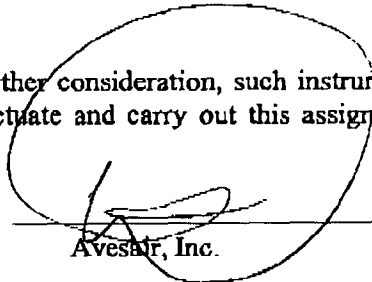
ASSIGNEE: **InPhonic, Inc.**
Washington, DC
A Delaware corporation

and its successors, assigns and legal representatives, the entire rights, title and interests in and to certain trademarks, service marks, trade names, and the like (the "Marks") as described in more detail in Exhibit 1, which is attached hereto, and the registrations thereof together with the goodwill of the business in connection with which such Marks are used for the United States, and its territorial possessions, and for all countries foreign to the United States.

The Director of the U.S. Patent and Trademark Office is requested to issue the Certificate of Registration to Assignee.

ASSIGNOR agrees that ASSIGNOR will execute, without further consideration, such instruments and documents as are or may be necessary or convenient to effectuate and carry out this assignment and transfer.

Effective Date: _____



Avesair, Inc.

United States of America)

State of *North Carolina*)

County of *Wake*)

On this *9th* day of *May*, 2003, the above named individual personally appeared on behalf of the above entity in front of me and is known to be the person who is identified above, and who executed the foregoing assignment instrument and acknowledged to me that *he* executed the same of *his* own free will for the purpose therein expressed.

My Commission Expires 12-02-06.

James S. Allen
Notary Public

Exhibit 1

Mark	Trademark Registration/ (Application No.)	Country	Status
AVESAIR ¹	2,595,837	U.S.	Registered
MATCH ²	2,592,865	U.S.	Registered
AVESAIR	(002202695)	EU	Pending ³
AVESAIR	(2,351,604)	Argentina	Pending
AVESAIR	128.398	Mexico	Registered
AVESAIR	2001-74879	Japan	Pending ³
AVESAIR	824.133.404	Brazil	Pending ³
MATCH	(002202661)	EU	Pending ^{3,4}
MATCH	(2,350,863)	Argentina	Pending ³
MATCH	(515,267)	Mexico	Pending ³
MATCH	(824.133.439)	Brazil	Pending ³
BEYOND YOUR WIRELESS DREAMS	(76217617)	U.S.	Abandoned
MOBILE MARKETING, MAXIMUM IMPACT	(76185891)	U.S.	Abandoned
WINDCASTER	(76105500)	U.S.	Pending
WINDWIRE	(76022833)	U.S.	Abandoned
WINDWIRE	(76105082)	U.S.	Abandoned

¹ AVESAIR marks no longer in use.

² MATCH marks no longer in use

³ Applications have been filed but foreign counsel has been advised to take no further action with respect to such applications or to withdraw such applications.

⁴ Application filed on April 30, 2001 . Hachette Filipacchi Presse, owner of the mark PARIS MATCH, filed an opposition against registration of the mark. Grantor, through its foreign counsel, withdrew such application.

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