

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
New-Cell, Inc.		12/15/2004	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	CoBank ACB
Street Address:	5500 South Quebec Street
City:	Englewood
State/Country:	COLORADO
Postal Code:	80111
Entity Type:	Federally Chartered Bank: UNKNOWN

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2649154	CLEARLY THE BEST
Registration Number:	2490769	PERFECT CHOICE
Registration Number:	2490770	PERFECT CHOICE TO GO
Registration Number:	2492552	PERFECT CHOICE
Registration Number:	2492553	PERFECT CHOICE TO GO
Registration Number:	2497370	MULTIRING
Registration Number:	2584693	CHIRP
Registration Number:	2199260	LEADER OF THE PACK

CORRESPONDENCE DATA

Fax Number: (404)853-8806
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-853-8000
 Email: julie.murphy@sablaw.com
 Correspondent Name: Peter G. Pappas
 Address Line 1: 999 Peachtree Street, NE

CH \$215.00 2649154

Address Line 4: Atlanta, GEORGIA 30309-3996

NAME OF SUBMITTER:

Peter G. Pappas

Signature:

/Peter G. Pappas/

Date:

01/19/2005

Total Attachments: 4

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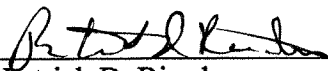
**GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, NEW-CELL, INC. (the "Pledgor") is the owner of the trademarks and service marks listed on **Schedule A** attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on **Schedule A** attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks") and is the owner of the patents listed on **Schedule A** attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on **Schedule A** attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "**Security Agreement**"), dated as of December 15, 2004, in which the Pledgor has agreed with CoBank, ACB, as Administrative Agent (the "**Administrative Agent**"), with offices at 5500 South Quebec Street, Englewood, Colorado 80111, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. This Grant of Security Interest has been given in conjunction with the security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Grant of Security Interest are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

NEW-CELL, INC.

By: 
Name: Patrick D. Riordan
Title: President and Chief Executive Officer

Schedule A

TRADEMARKS AND TRADEMARK APPLICATIONS

See attached chart.

PATENTS AND PATENT APPLICATIONS

None.

TRADEMARK CHART

#119548

TRADEMARK	GOODS/SERVICES	OWNER	STATE / FEDERAL	STATUS
CLEARLY THE BEST	Telecommunications services, namely, text and numeric digital messaging services, voice mail services, cellular telephone services, local multipoint distribution service wireless communication services, local and long distance services, personal communication services, local multipoint distribution service, local and long distance services via the Internet	New-Cell, Inc.	USA Federal	Registered 11/12/02 Reg. No. 2649154
PERFECT CHOICE	Prepaid wireless telecommunication services	New-Cell, Inc.	USA Federal	Registered 9/18/2001 Reg. No. 2490769
PERFECT CHOICE TO GO	Prepaid wireless telecommunication services	New-Cell, Inc.	USA Federal	Registered 9/18/2001 Reg. No. 2490770
PERFECT CHOICE (with design)	Prepaid wireless telecommunication services	New-Cell, Inc.	USA Federal	Registered 9/25/2001 Reg. No. 2492552
PERFECT CHOICE TO GO (with design)	Prepaid wireless telecommunication services	New-Cell, Inc.	USA Federal	Registered 9/25/2001 Reg. No. 2492553

TRADEMARK	GOODS/SERVICES	OWNER	STATE / FEDERAL	STATUS
MULTIRING	Wireless telecommunication services, namely, custom calling features that allow callers to ring multiple telephone numbers, either simultaneously or sequentially, by calling one primary telephone number	New-Cell, Inc.	USA Federal	Registered on the <u>Supplemental</u> Register 10/9/2001 Reg. No. 2497370
CHIRP	Telecommunications services, namely, retail local wireless phone services	New-Cell, Inc.	USA Federal	Registered 6/25/2002 Reg. No. 2584693
LEADER OF THE PACK	Providing wireless telecommunication services, namely, cellular telephone, cellular facsimile and cellular paging services	New-Cell, Inc.	USA Federal	Registered 10/27/1998 Sec 8 filed 1/5/04 Reg. No. 2199260