

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Western Wireless Corporation		12/16/2005	CORPORATION: WASHINGTON

## RECEIVING PARTY DATA

Name:	Cellular One Group
Composed Of:	COMPOSED OF Cellular One L.L.C. and Western COG Corporation
Street Address:	3650 131st Avenue SE
Internal Address:	Suite 400
City:	Bellevue
State/Country:	WASHINGTON
Postal Code:	98006
Entity Type:	PARTNERSHIP: DELAWARE

## PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2954870	HELLO
Registration Number:	2966532	PROUD TO BE THE NEXT BEST WAY TO SAY HELLO
Registration Number:	2913283	HELLO2FUN
Registration Number:	2955783	HELLO2TXT
Registration Number:	2913281	HELLO2PIX
Registration Number:	2955782	HELLO2WEB
Serial Number:	78433263	BREAKOUT!
Serial Number:	78540112	GO ONE BETTER

## CORRESPONDENCE DATA

Fax Number: (214)659-4401

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 214/659-4681

TRADEMARK

REEL: 003217 FRAME: 0417

900038654

CH \$215.00 2954870

Email: charlesperry@akllp.com  
Correspondent Name: Charles L. Perry, Esq.  
Address Line 1: 1717 Main Street  
Address Line 2: Suite 3700  
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:

148776

NAME OF SUBMITTER:

Charles L. Perry

Signature:

/charles perry/

Date:

12/28/2005

Total Attachments: 5

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## TRADEMARK ASSIGNMENT

WHEREAS, WESTERN WIRELESS CORPORATION through its successor by merger, WESTERN WIRELESS LLC, a limited liability company created and existing under and by virtue of the laws of the State of Washington, having a place of business at 3650 131st Avenue SE, Suite 400, Bellevue, Washington 98006, hereinbelow called "ASSIGNOR", has used in business certain trademarks which are registered or pending registration with the United States Patent and Trademark Office as listed below, (the "Marks"), and have allowed use of the Marks by certain entities under its control, namely WWC Holding Co., Inc., a Delaware corporation, WWC Texas RSA Limited Partnership, a Delaware limited partnership, and WWC License LLC, a Delaware limited liability company (the "WWC Entities"), and to the extent the WWC Entities have an interest in the Marks, they are joined as "ASSIGNOR" of the Marks as follows:

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>DATE REGISTERED</u>
HELLO (and design)	2,954,870	05/24/05
PROUD TO BE THE NEXT BEST WAY TO SAY HELLO	2,966,532	07/12/05
HELLO2FUN	2,913,283	12/21/04
HELLO2TXT	2,955,783	05/24/05
HELLO2PIX	2,913,281	12/21/04
HELLO2WEB	2,955,782	05/24/05
BREAKOUT!	78/433,263	08/09/05* (*Notice of Allowance issued)

<u>TRADEMARK</u>	<u>APPLICATION NO.</u>	<u>DATE FILED</u>
GO ONE BETTER	78/540,112	12/30/04

WHEREAS, ASSIGNOR has used in business certain trademarks which are not registered or pending registration with the United States Patent and Trademark Office, but in which ASSIGNOR may have, to the extent right, title and interest in such trademarks has been established under common law, a common law interest in the trademarks listed below (the "Common Law Marks"):

<u>TRADEMARK</u>	<u>DATE OF FIRST USE</u>
GOING ONE BETTER	3/2001
NOW THAT'S GOING ONE BETTER	3/2001
THE HELLO2 FAMILY	6/2003

WHEREAS, CELLULAR ONE GROUP, a general partnership created and existing under and by virtue of the laws of the State of Delaware and having a place of business at 3650 131st Avenue SE, Suite 400, Bellevue, Washington 98006, hereinbelow called "ASSIGNEE", is desirous of acquiring ASSIGNOR'S entire right, title and interest in and to the trademarks, registrations, and the Common Law Marks and in and to any renewals and extensions that may be granted thereon, together with the goodwill connected therewith; and

WHEREAS, ASSIGNOR and ASSIGNEE are parties to License Agreements authorizing the use of certain trademarks including but not limited to the CELLULARONE mark, together with the marks designated on Exhibit A to the License Agreements and/or such other marks as Licenser may designate in writing (collectively referred to as the "License Marks") within the market(s) described on Exhibit B to the License Agreements (the "Licensed Territory") in accordance with, and subject to, the provisions of the License Agreement;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) in hand paid by ASSIGNEE and for other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR has sold, assigned, transferred and by these presents does hereby sell, assign, and transfer unto ASSIGNEE, its successors or assigns, the entire right, title and interest in and to the Marks and Common Law Marks, and registrations, and in and to any renewals and extensions that may be granted thereon, and to all common law rights, as set forth herein, together with the goodwill connected therewith and any right to recover against third parties for past infringement thereof;

ASSIGNEE hereby agrees that ASSIGNOR and its affiliates shall retain its rights under the License Agreements, including the right to use for the remaining term of such License Agreements, with respect to the trademarks, and any accompanying internet web sites or internet domain names, as listed below:

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>DATE REGISTERED</u>
BREAKOUT!	78/433,263	08/09/05* (*Notice of Allowance issued)
HELLO2FUN	2,913,283	12/21/04
HELLO2TXT	2,955,783	05/24/05
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<u>TRADEMARK</u>	<u>APPLICATION NO.</u>	<u>DATE FILED</u>
GO ONE BETTER	78/540,112	12/30/04

Provided, however, that nothing contained herein shall assign to ASSIGNEE any right, title or interest of Alltel Corporation, a Delaware corporation, or its affiliates in the SAY HELLO service mark and/or trademark mark (Serial Number 78484119, filed 09/15/04, and abandoned on 11/25/05).

EXECUTED THIS 16th day of December, 2005.

WESTERN WIRELESS CORPORATION,  
through its successor in merger  
WESTERN WIRELESS LLC (Assignor)

Name: Francis X. Frantz

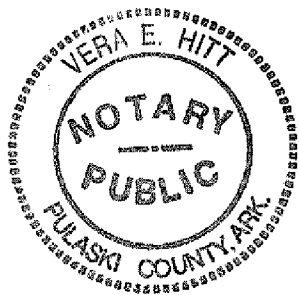
Title: Executive Vice President and Secretary

STATE OF Arkansas §

COUNTY OF Pulaski §

BEFORE ME, the undersigned authority, on this day personally appeared Francis X. Frantz, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me under oath that he executed the same as the act and deed of WESTERN WIRELESS CORPORATION, through its successor in merger WESTERN WIRELESS LLC, as the Executive Vice President and Secretary thereof, and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office this 16th day of December, 2005.



Vera E. Hitt  
NOTARY PUBLIC IN AND FOR THE  
STATE OF Arkansas

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WWC HOLDING CO., INC. (Assignor)

Name:

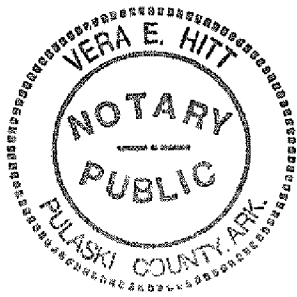
Title: Executive Vice President and Secretary

STATE OF Arkansas §

COUNTY OF Pulaski §

BEFORE ME, the undersigned authority, on this day personally appeared Francis X. Frantz, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me under oath that he executed the same as the act and deed of WWC HOLDING CO., INC., as the Executive Vice President and Secretary thereof, and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office this 16<sup>th</sup> day of December, 2005.



Vera E. Hitt  
NOTARY PUBLIC IN AND FOR THE  
STATE OF Arkansas

WWC TEXAS RSA LIMITED PARTNERSHIP  
(Assignor)

Name:

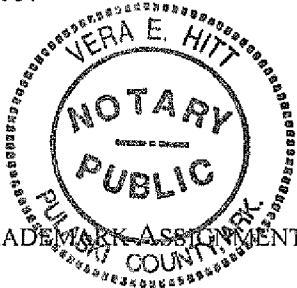
Title: Executive Vice President and Secretary

STATE OF Arkansas §

COUNTY OF Pulaski §

BEFORE ME, the undersigned authority, on this day personally appeared Francis X. Frantz, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me under oath that he executed the same as the act and deed of WWC TEXAS RSA LIMITED PARTNERSHIP, as the Executive Vice President and Secretary thereof, and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office this 16<sup>th</sup> day of December, 2005.



Vera E. Hitt  
NOTARY PUBLIC IN AND FOR THE  
STATE OF Arkansas

WWC LICENSE LLC (Assignor)

Name:

Francis X. Frantz

Title:

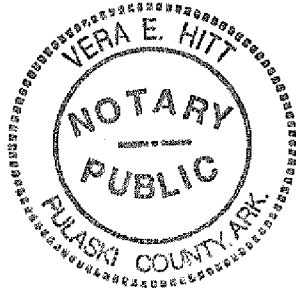
Executive Vice President and Secretary

STATE OF Arkansas §

COUNTY OF Pulaski §

BEFORE ME, the undersigned authority, on this day personally appeared Francis X. Frantz, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me under oath that he executed the same as the act and deed of WWC LICENSE LLC, as the Executive Vice President and Secretary thereof, and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office this 16th day of December, 2005.



Vera E. Hitt  
NOTARY PUBLIC IN AND FOR THE  
STATE OF Arkansas