

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Caroline Ventures, Inc.		04/06/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Clearwire Communications LLC		
<b>Street Address:</b>	4400 Carillon Point		
<b>City:</b>	Kirkland		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98033		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77088082	XOHM	
<b>Serial Number:</b>	77212251	XOHM	
<b>Serial Number:</b>	77395002	XOHM HERE. LIFE BETTER.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(206)757-7700		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(206) 757-8112		
<b>Email:</b>	marshallnelson@dwt.com, kristinefyfe@dwt.com		
<b>Correspondent Name:</b>	Marshall J. Nelson		
<b>Address Line 1:</b>	Davis Wright Tremaine LLP		
<b>Address Line 2:</b>	1201 Third Avenue, Suite 2200		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101		
<b>ATTORNEY DOCKET NUMBER:</b>	65187-8		
<b>NAME OF SUBMITTER:</b>	Marshall J. Nelson		

**CH \$90.00 77088082**

Signature:	/marshallnelson/
Date:	04/13/2009
Total Attachments: 4 source=Memorandum of Assignment - Caroline Ventures, Inc. to Clearwire Communications LLC#page1.tif source=Memorandum of Assignment - Caroline Ventures, Inc. to Clearwire Communications LLC#page2.tif source=Memorandum of Assignment - Caroline Ventures, Inc. to Clearwire Communications LLC#page3.tif source=Memorandum of Assignment - Caroline Ventures, Inc. to Clearwire Communications LLC#page4.tif	

**MEMORANDUM OF ASSIGNMENT**

This Trademark Assignment from Caroline Ventures, Inc., a Delaware corporation, (**Assignor**) to Clearwire Communications LLC, a Delaware limited liability company (**Clearwire**) is effective November 28, 2008.

a. Assignor owns all rights in the trademarks set forth on the attached Schedule (the "**Marks**") and is the applicant/registrant of the associated trademark applications and registrations identified on the attached Schedule.

b. Clearwire wants to acquire Assignor's right, title and interest in the Marks and the associated goodwill, and has acquired the portion of Assignors' business identified by the Marks.

THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor irrevocably assigns to Clearwire all right, title and interest in and to the Marks, the goodwill of the business associated with the Marks, and the related trademark registrations and applications.

Signed at Overland Park, KS, this 6th day of April, 2009.

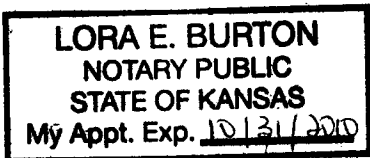
Caroline Ventures, Inc

*Scott W. Andreasen*  
Name: Scott W. Andreasen  
Title: Asst. Secretary







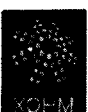

State of Kansas  
County of Johnson









On this 6th day of April, 2009, before me, Lora E. Burton, a Notary Public in and for the State of Kansas, personally appeared Scott W. Andreasen, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



*Lora E. Burton*  
Notary Public

TRADEMARK	COUNTRY	APP. NO OR REG. NO.	FILING DATE OR REGISTRATION DATE	STATUS
XOHM	United States	77/088082	January 22, 2007	PENDING
	United States	77/212251	June 21, 2007	PENDING
<b>XOHM HERE. LIFE BETTER.</b>	United States	77/395002	February 12, 2008	PENDING
XOHM	Argentina	2766033	August 15, 2007	PENDING
XOHM	Argentina	2766034	August 15, 2007	PENDING
XOHM	Argentina	2766035	August 15, 2007	PENDING
	Argentina	2766036	August 15, 2007	PENDING
	Argentina	2766037	August 15, 2007	PENDING
	Argentina	2766038	August 15, 2007	PENDING
XOHM	Brazil	829261044	August 17, 2007	PENDING
XOHM	Brazil	829261028	August 17, 2007	PENDING
XOHM	Brazil	829261001	August 17, 2007	PENDING
	Brazil	829261052	August 17, 2007	PENDING
	Brazil	829261036	August 17, 2007	PENDING
	Brazil	829261010	August 17, 2007	PENDING
XOHM	Canada	1356905	July 24, 2007	PENDING
	Canada	1356906	July 24, 2007	PENDING
XOHM	Chile	816780	May 16, 2008	REGISTERED
XOHM	Chile	816782	May 16, 2008	REGISTERED

TRADEMARK	COUNTRY	APP. NO OR REG. NO.	FILING DATE OR REGISTRATION DATE	STATUS
	Chile	817005	May 20, 2008	REGISTERED
	Chile	716781	May 16, 2008	REGISTERED
XOHM	China	6226500	August 17, 2007	PENDING
XOHM	China	6226505	August 17, 2007	PENDING
XOHM	China	6226501	August 17, 2007	PENDING
	China	6226502	August 17, 2007	PENDING
	China	6226504	August 17, 2007	PENDING
	China	6226503	August 17, 2007	PENDING
XOHM	European Community	006277321	September 9, 2007	REGISTERED
	European Community	006277339	September 3, 2007	REGISTERED
XOHM	India	1592782	August 21, 2007	PENDING
	India	1592783	August 21, 2007	PENDING
XOHM	Japan	83919/2007	July 27, 2007	PENDING
	Japan	83918/207	July 27, 2007	PENDING
XOHM	Mexico	1026312	July 31, 2007	REGISTERED
XOHM	Mexico	1029570	July 31, 2007	REGISTERED
XOHM	Mexico	1029941	July 31, 2007	REGISTERED

TRADEMARK	COUNTRY	APP. NO OR REG. NO.	FILING DATE OR REGISTRATION DATE	STATUS
	Mexico	1029437	July 31, 2007	REGISTERED
	Mexico	872133	July 31, 2007	PENDING
	Mexico	1026311	July 31, 2007	REGISTERED
XOHM	Thailand	670504	August 17, 2007	PENDING
XOHM	Thailand	670505	August 17, 2007	PENDING
XOHM	Thailand	BOR40419	August 17, 2007	REGISTERED
	Thailand	670507	August 17, 2007	PENDING
	Thailand	670508	August 17, 2007	PENDING
	Thailand	BOR40420	August 17, 2007	REGISTERED