

R

07-12-1999

Re: memo 7-7-99



To the Honorable Commissioner of Patents and Trade

or copy thereof.

101087808

1. Name of conveying party(ies):

CORD Communications, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation - State: Washington

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: December 29, 1998

Receiving party(ies):

Name: BankBoston, N.A.

Internal Address: _____

Street Address: 100 Federal Street

City: Boston State: MA Zip: 02110

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State: _____

Other: National Association

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)

B. Trademark Registration No.(s)

75/507,152

Additional numbers attached? yes no

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite 800 East

City: Washington, D.C. State: Zip: 20005

6. Total number of applications and registration involved:

..... [1]

7. Total Fee (37 CFR 3.41) \$ 40

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-1945

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.

Catherine R. Howell
Name of Person Signing

Catherine R. Howell /ma
Signature

July 7, 1999
Date

Total number of pages including cover sheet, attachments and document: [4]

MHODMA. Wash;7070548;3

07/08/1999 DNGUYEN 00000290 181945 75507152

01 FC:481 40.00 CH

TRADEMARK
REEL: 001925 FRAME: 0256

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of December 29, 1998 between CORD Communications, Inc., a Washington corporation (the "Mark Owner"), having a place of business at 7160 Fir Loop, Suite 102, Portland, Oregon 97223, and BankBoston, N.A., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of June 9, 1998 as from time to time in effect, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 100 Federal Street, Boston, Massachusetts 02110.

1. Pursuant to the Guarantee and Security Agreement dated as of June 9, 1998, as from time to time in effect (the "Guarantee and Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trade marks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and good will symbolized thereby (collectively, the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Guarantee and Security Agreement.

The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Mark Owner:


Secured Party:

CORD COMMUNICATIONS, INC.

BANKBOSTON, N.A.,

as Agent under the Credit Agreement referred to above

By _____
Title:

By 
Title: Director

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of December 29, 1998 between CORD Communications, Inc., a Washington corporation (the "Mark Owner"), having a place of business at 7160 Fir Loop, Suite 102, Portland, Oregon 97223, and BankBoston, N.A., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of June 9, 1998 as from time to time in effect, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 100 Federal Street, Boston, Massachusetts 02110.

1. Pursuant to the Guarantee and Security Agreement dated as of June 9, 1998, as from time to time in effect (the "Guarantee and Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trade marks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and good will symbolized thereby (collectively, the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Guarantee and Security Agreement.

The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Mark Owner:
CORD COMMUNICATIONS, INC.

Secured Party:
BANKBOSTON, N.A.,
as Agent under the Credit Agreement referred
to above

By [Signature]
Title: C. F. O. Secretary

By _____
Title:

MHODMA.Active;3361496;1

EXHIBIT A

Mark

Application No.

Registration No.

Building a Wireless World

75507152

MHODMA.Active;3361496;1

RECORDED: 07/07/1999

**TRADEMARK
REEL: 001925 FRAME: 0259**