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To the Honorable Commission on Patents and Trademarks: Please record the attached original documents or copy thereof:

<p>1. Name of conveying party: Time Warner Inc. 75 Rockefeller Plaza New York, New York 10019</p> <p><input checked="" type="checkbox"/> Corporation of Delaware</p>	<p>2. Name and address of receiving party: Upstate Cellular Network 1050 Pittsford-Victor Road Pittsford, New York 14534</p> <p><input checked="" type="checkbox"/> A New York General Partnership</p>
<p>3. Nature of conveyance: Assignment</p> <p>Execution Date: <u>October 29, 1997</u></p>	<p>4. Trademark Registration No.: 2,045,327</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: James D. Kole, Esq. Nixon Peabody LLP Clinton Square Post Office Box 1051 Rochester, New York 14603</p>	<p>6. Total number of Registrations involved: 1</p>  <p>11-22-1999 U.S. Patent &amp; TMO's/TM Mail Rcpt Dt. #64</p>
<p>7. Total fee (37 CFR 3.41) \$40.00</p> <p><input checked="" type="checkbox"/> \$40 Check is enclosed.</p>	<p>8. Deposit Account Number: 14-1138</p> <p><input checked="" type="checkbox"/> Charge any additional fees to account.</p>
<p>DO NOT USE THIS SPACE</p>	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached document is a photocopy of the original document.

Kristen E. Mollnow  
Kristen E. Mollnow

11-22-99  
Date

[Total number of pages including Cover Sheet and Assignment Certificate: 2]

11/30/1999 DNGUYEN 00000285 2045327

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(40.00 OP)

**FORM OF TRADEMARK ASSIGNMENT**

WHEREAS, Time Warner Inc., having a place of business at 75 Rockefeller Plaza, New York, New York, 10019, is the owner of the following trademark registration in the United States Patent & Trademark Office:

ONAIR

U.S. Trademark Registration No. 2,045,327,


Registered on March 18, 1997,

for: Wireless telephone accessories, namely, cellular telephones, radio pagers, batteries, battery chargers, cigarette plug adapters, microphones, antennas and car speakers

WHEREAS, Upstate Cellular Network, a New York general partnership, having an office and principal place of business at 1050 Pittsford-Victor Road, Pittsford, New York, 14534, wishes to acquire the entire right, title, interest in and to said trademark and said registration, and all rights of renewal thereof, together with the goodwill of the business associated with and symbolized by said trademark.

NOW THEREFORE, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Time Warner Inc. does hereby assign to Upstate Cellular Network the entire right, title and interest to said trademark and said registration and all rights of renewal thereof, together with the goodwill of the business associated with and symbolized by said trademark, and together with the right to sue for past infringement and to collect all damages or profits for past infringements for its own use and benefits.

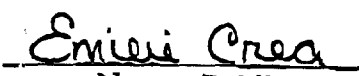
Time Warner Inc.

  
Name: Andra D. Sanders  
Title: Assistant Secretary

STATE OF New York )  
 ) ss.  
COUNTY OF New York )

Subscribed and sworn to before me this 29th day of October, 1997, by Andra D. Sanders, Assistant Secretary of Time Warner Inc.

Witness my hand and official seal.

  
Notary Public

My commission expires: 4/30/98

**EMILIE CREA**  
Notary Public, State of New York  
No. 31-4805618  
Qualified in Kings County  
Commission Expires April 30, 1998

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Received Time Jun. 29. 11:24AM Print Time Jun. 29. 11:26AM

RECORDED: 11/22/1999

TRADEMARK  
REEL: 001993 FRAME: 0259