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TO: The Commissioner of Patents and Trademarks: Please record the attached original documents) or cobylicis; is submission Type	RECORDATI	ON FORM COVER SHEET
Submission Type    New	M2) 11/12/99 TRADE	MARKS ONLY
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Document ID # Effective Date  Correction of PTO Error Reel # Frame # Change of Name  Corrective Document Reel # Frame # Change of Name  Corrective Document Reel # Frame # Change of Name  Corrective Document Reel # Frame # Change of Name  Conveying Party Mark if additional names of conveying parties attached Name Paging Network, Inc.  Formerly  Individual General Partnership Limited Partnership Corporation  Other  Citizenship/State of Incorporation/Organization  Receiving Party Mark if additional names of receiving parties attached Name Bank of America, N.A.  DBA/AKATA  Composed of  Address (line 2) 64th Floor  Address (line 3) Dallas Texas Texas  Individual General Partnership Limited Partnership if document to be recorded is an assignment and the receiving party is not domicilled in the United States, an assignment and the receiving party is not domicilled in the United States, an assignment and the receiving party is not domicilled in the United States, an assignment and the receiving party is not domicilled in the United States, an assignment and the receiving party is not domicilled in the United States, an assignment and the receiving party is not domicilled in the United States, an assignment of a domestic representative should be attached.  (Designation must be a separate document from Assignment.)  Other National Bank Association For Office USE ONLY	1 🗂	
Corrective Document Reel # Frame # Change of Name  Corrective Document Reel # Frame # Change of Name  Corrective Document Reel # Frame # Change of Name  Conveying Party Mark if additional names of conveying parties attached Month Day Year  Name Paging Network, Inc.  Formerly  Individual General Partnership Limited Partnership X Corporation Association  Other  Citizenship/State of Incorporation/Organization  Receiving Party Mark if additional names of receiving parties attached  Name Bank of America, N.A.  DBA/AKATA  Composed of  Address (line 1) 901 Main Street  Address (line 3) Dallas Texas 75202  Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)  Other National Bank Association  FOR OFFICE USE ONLY  10 Change of Name  Execution Date Month Day Year  Individual General Partnership I Limited Partnership I of the Composition o		Effective Date
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Name Paging Network, Inc.		x Other Notice of Security interest in Trademarks
Name Paging Network, Inc. 11/2/91  Formerly Individual General Partnership Limited Partnership Corporation Association  Other Citizenship/State of Incorporation/Organization  Receiving Party Mark If additional names of receiving parties attached  Name Bank of America, N.A.  DBA/AKA/TA Composed of Address (line 1) 901 Main Street  Address (line 2) 64th Ploor  Address (line 2) 64th Ploor  Address (line 3) Dallas Texas 75202  Zip Code and Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not demiciled in the United States, an appointment of a domestic representative should be attached. (Osignation must be a separate document from Assignment.)  Other National Bank Association FOR OFFICE USE ONLY	Conveying Party	
Formerly  Individual General Partnership Limited Partnership Corporation Association  Other  Citizenship/State of Incorporation/Organization  Receiving Party Mark if additional names of receiving parties attached  Name Bank of America, N.A.  DBA/AKA/TA  Composed of  Address (line 1) 901 Main Street  Address (line 2) 64th Floor  Address (line 2) 64th Floor  Address (line 3) Dallas Texas 75202  Individual General Partnership Limited Partnership assignment and the receiving party is not demiciled in the United States. an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)  Other National Bank Association FOR OFFICE USE ONLY	Paging Natwork Inc	Month Day Year
Individual General Partnership Limited Partnership Corporation Association  Other  Citizenship/State of Incorporation/Organization  Receiving Party Mark If additional names of receiving parties attached  Name Bank of America, N.A.  DBA/AKA/TA  Composed of Address (line 2) 64th Floor  Address (line 3) Dallas Texas 75202  Individual General Partnership Limited Partnership Association  Corporation Association  X Other National Bank Association (Designation must be a separate document from Assignment.)  Citizenship/State of Incorporation/Organization  FOR OFFICE USE ONLY	Name raging network, the	11/2/7
Citizenship/State of Incorporation/Organization  Receiving Party  Mark if additional names of receiving parties attached  Name Bank of America, N.A.  DBA/AKA/TA  Composed of  Address (line 1)  901 Main Street  Address (line 3)  Dallas  Texas  Texas  75202  Zip Code  Individual  General Partnership  Limited Partnership  Corporation  Association  Association  National Bank Association  Other National Bank Association  Citizenship/State of Incorporation/Organization  FOR OFFICE USE ONLY  FOR OFFICE USE ONLY	Formerly	
Citizenship/State of Incorporation/Organization  Receiving Party	Individual General Partnership	Limited Partnership X Corporation Association
Receiving Party  Name Bank of America, N.A.  DBA/AKA/TA  Composed of  Address (line 1)  Address (line 2)  Address (line 3)  Dallas  City  Individual  General Partnership  Corporation  Association  X Other  National Bank Association  Other  National Bank Association  FOR OFFICE USE ONLY  Mark If additional names of receiving parties attached  Mark If additional names of receiving parties attached  Texas  T	Other	
Receiving Party  Name Bank of America, N.A.  DBA/AKA/TA  Composed of  Address (line 1)  Address (line 2)  Address (line 3)  Dallas  City  Individual  General Partnership  Corporation  Association  X Other  National Bank Association  Other  National Bank Association  FOR OFFICE USE ONLY  Mark If additional names of receiving parties attached  Mark If additional names of receiving parties attached  Texas  T	Citizenship/State of Incorporation/Organiz	ation
DBA/AKATA  Composed of  Address (line 1) 901 Main Street  Address (line 2) 64th Floor  Address (line 3) Dallas Texas 75202  Zip Code  Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not demicible in the United States, an appointment of a domestic representative should be attached.  X Other National Bank Association (Designation must be a separate document from Assignment.)  TONI 1 00000166 2132867 FOR OFFICE USE ONLY	Receiving Party	Mark if additional names of receiving parties attached
DBA/AKATA  Composed of  Address (line 1) 901 Main Street  Address (line 2) 64th Floor  Address (line 3) Dallas Texas 75202  Zip Code  Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not demicible in the United States, an appointment of a domestic representative should be attached.  X Other National Bank Association (Designation must be a separate document from Assignment.)  TONI 1 00000166 2132867 FOR OFFICE USE ONLY	Name Rank of America, N.A.	
Composed of  Address (line 1) 901 Main Street  Address (line 2) 64th Floor  Address (line 3) Dallas Texas 75202  City State/Country If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.  Cother National Bank Association (Designation must be a separate document from Assignment.)  Citizenship/State of Incorporation/Organization  FOR OFFICE USE ONLY		
Address (line 1) 901 Main Street  Address (line 2) 64th Floor  Address (line 3) Dallas Texas 75202  Zip Code  Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.  X Other National Bank Association (Designation must be a separate document from Assignment.)  Citizenship/State of Incorporation/Organization  FOR OFFICE USE ONLY	DBA/AKA/TA	
Address (line 2) 64th Floor  Address (line 3) Dallas Texas 75202  Zip Code  Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.  X Other National Bank Association (Designation must be a separate document from Assignment.)  Citizenship/State of Incorporation/Organization  FOR OFFICE USE ONLY	Composed of	
Address (line 2) 64th Floor  Address (line 3) Dallas Texas 75202    Individual General Partnership Limited Partnership assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.   Other National Bank Association (Designation must be a separate document from Assignment.)    Citizenship/State of Incorporation/Organization   FOR OFFICE USE ONLY	Address (line 1) 901 Main Street	
Address (line 3) Dallas  City  City  Comporation  Association  Cother National Bank Association  Citizenship/State of Incorporation/Organization  Texas  Tex		
Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.    Other National Bank Association (Designation must be a separate document from Assignment.)   Citizenship/State of Incorporation/Organization		
Corporation Association    Corporation   Association   Association   Association   Association   Association   Association   Citizenship/State of Incorporation/Organization   FOR OFFICE USE ONLY		State/Country Zip Code
Corporation Association appointment of a domestic representative should be attached.    X Other National Bank Association (Designation must be a separate document from Assignment.)   Citizenship/State of Incorporation/Organization		Limiteu Faitheishid
Citizenship/State of Incorporation/Organization  CONTROL   National Bank Association	Corporation Association	appointment of a domestic
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademerk Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information Trademerk Application Project (0851-0827), Washington, D.C. 20593. See OMB Information Collection Budget Package 0651-0927, Patent and Trademerk Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
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Address (line 2)			
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Correspond	dent Name and Addro	ess Area Code and Telephone Number (2	214) 698-3855
Name	Bee Archaphorn		
Address (line 1)	Donohoe, Jameson & Car	rroll, F.C.	
Address (line 2)	1201 Elm Street, Suite	e 3400	
Address (line 3) Dallas, Texas 75270			
Address (line 4)			
Pages	Enter the total number including any attachme	of pages of the attached conveyance docents.	cument # 4
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached  Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).  Trademark Application Number(s) Registration Number(s)			
	See attached		ee attached
Number of Properties Enter the total number of properties involved. # 36			
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 915.00			
Method of Payment: Enclosed × Deposit Account			
Deposit Account  (Enter for payment by deposit account or if additional fees can be charged to the account.)  Deposit Account Number: #			
		Authorization to charge additional fees:	Yes No
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. Charges to deposit account are authorized, as indicated herein.			
Bee Arc	haphorn	Bet Achadia	11/10/99
Name	of Person Signing	Signature	Date Signed

### Trademarks

Trademark Serial Number	Trademark/Description ofTrademark	Date of Trademark
2,132,807	1-800-VoiceNow	01/27/98
1,723,483	Beeper Man (Logo)	10/13/92
1,797,822	Beeps & Vibes	10/12/93
2,137,969	CallWorx	02/17/98
2,137,968	DialWorx	02/17/98
2,154,294	E-Worx	04/28/98
1,887,493	FaxNow	04/04/95
2,137,967	ImageWorx	02/17/98
1,920,242	MessageNow	09/19/95
2,170,249	OneWorx	06/30/98
1,575,583	PAGEMAIL	01/02/90
1,765,224	PageMate	03/13/93
2,107,504	PageNet In Touch and Ingenious	10/21/97
1,864,960	PageNet Nationwide (Logo)	11/29/94
1,811,129	PAGENET (Stylized Logo)	12/14/93
1,245,604	PAGENET	07/12/83
1,777,420	SurePage	06/15/93
2,181,459	VOICENOW (PageNet and Design)	08/11/98
1,866,565	VOICENOW	12/06/94
2,137,980	VoiceWorx	02/17/98
2,181,458	Hear the Latest	08/11/98
2,143,244	PageBank	03/10/98
2,181,459	VoiceNow (Design)	08/11/98

## Trademark Applications

Trademark Application <u>Serial Number</u>	Trademark/Description of Trademark Applied For	Date of Trademark <u>Application</u>
74-591,064	DataNow	10/27/94
75-738,347	DeliveryMate	06/28/99
75-738,348	Jackpot	06/28/99
75-495,379	MarketTrax	06/03/98
75-702,605	MyClips	05/11/99
75-360,215	PageNet (for software)	09/19/97
75-360,216	PageNet (Stylized for Software)	9/19/97
75-176,442	TrafficWorx	10/03/96
75-794,310	Volley	09/08/99
75-236,255	V (Design)	02/04/97
75-176,146	IntelliWorx	10/03/96
75-495,397	ParentNotes	06/03/98
75-236,259	VoiceNow Notes	02/04/97

#### NOTICE OF SECURITY INTEREST IN TRADEMARKS

#### United States Trademark Office

#### Ladies and Gentlemen:

Please be advised that pursuant to the Intellectual Property Security Agreement (the "IP Security Agreement") dated as of November 2, 1999, granted by Paging Network, Inc. ("Debtor") in favor of Bank of America, N.A., as Documentation Agent for each Lender, and each Lender ("Secured Parties"), Debtor has granted to Secured Parties a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below:

#### Trademarks

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2,137,967	ImageWorx	02/17/98
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1,777,420	SurePage	06/15/93
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75-176,146	IntelliWorx	10/03/96
75-495,397	ParentNotes	06/03/98
75-236,259	VoiceNow Notes	02/04/97

1.0217.157157.5

Very truly yours,

PAGING NETWORK, INC.

Ву:

(Print Name)

(Print Title)

Acknowledged by:

BANK OF AMERICA, N.A. as Documentation Agent

(Print Name)

By:

(Print Title)

Very truly yours,

PAGING NETWORK, INC.

(Print Name) (Print Title)

Acknowledged by:

BANK OF AMERICA, N.A. as Documentation Agent

By:

(Print Name) VICE PRESIDENTE

3

RECORDED: 03/02/2000

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