

03-23-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country 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. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

03/23/2000 DCOATES 00000041 1334723

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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

TRADEMARK
REEL: 002038 FRAME: 0378

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

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)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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.

Dianah King

Name of Person Signing

Dianah King
Signature

2/7/00
Date Signed

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made as of February 4, 2000, by and between SOUTHWESTERN BELL MOBILE SYSTEMS, INC., a Texas Corporation (hereinafter "Assignor"), and CELLULAR ONE GROUP, a Delaware Partnership (hereinafter "Assignee").

RECITALS:

WHEREAS, Assignee desires to obtain all of Assignor's rights, title, and interest in, to, and under the federally registered trademarks and service marks set forth on Schedule 1 attached hereto (the "Marks"); and

WHEREAS, Assignor desires to transfer to Assignee all of its right, title and interest in, to, and under the Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, Assignor does hereby assign to Assignee, its successors, and assigns, all of the right, title, and interest, of Assignor, worldwide, in, to, and under the Marks, together with the goodwill symbolized by the Marks.

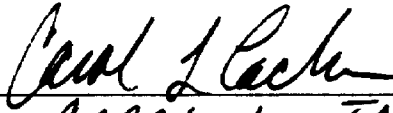
This ASSIGNMENT OF TRADEMARKS may be executed in any number of counterparts and by different parties in separate counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signatures to follow]

IN WITNESS WHEREOF, the parties hereto have caused this ASSIGNMENT OF TRADEMARKS to be executed as of the day and year first above written.

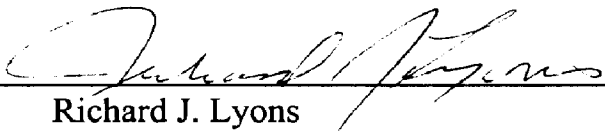
ASSIGNOR:

SOUTHWESTERN BELL MOBILE SYSTEMS, INC.

By: 
Name: CAROL L. TACKER
Title: VP - General Counsel

ASSIGNEE:

CELLULAR ONE GROUP

By: 
Richard J. Lyons
President

**SCHEDULE 1
TO
ASSIGNMENT OF TRADEMARKS**

MARK (INT'L CLASS)	REGISTRATION NUMBER	REGISTRATION DATE
CELLULARONE (Int'l Cl. 38)	1,334,723	May 7, 1985
CELLULARONE and Design (Int'l Cl. 38)	1,358,454	September 3, 1985
CELLULAR ONE PHONE STORE (Int'l Cl. 42)	1,623,070	November 13, 1990
CELLULAR ONE PHONE STORE (Int'l Cl. 38)	1,583,978	February 20, 2000