FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 12-18-2000



101553985

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY				
TO: The Commissioner of Patents and Trademarks: Submission Type	Please record the attached original document(s) or copy(ies).			
X New	Conveyance Type Assignment License			
	Assignment Eleman			
Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment			
Correction of PTO Error	Effective Date Merger Month Day Year			
Reel # Frame #	Change of Name			
Corrective Document				
Reel # Frame #	X Other GRANT OF SECURITY INTEREST (TRADEMARKS)			
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year			
Name ARCH WIRELESS HOLDINGS,				
Formerly ARCH PAGING, INC.	77000			
AKCITFAGING, INC.	7549539			
Individual General Partnership	Limited Partnership X Corporation Association			
Other				
X Citizenship/State of Incorporation/Organiza	tion DELAWARE			
Receiving Party				
	Mark if additional names of receiving parties attached			
Name THE BANK OF NEW YORK				
DBA/AKA/TA				
Composed of				
osinposta oi				
Address (line 1)				
Address (line 2) ONE WALL STREET				
Address (line 3) NEW YORK	NEW YORK 10286			
City	State/Country Zip Code			
Individual General Partnership	assignment and the receiving party is			
X Corporation Association	not domiciled in the United States, an appointment of a domestic			
Other	representative should be attached (Designation must be a separate			
	document from Assignment.)			
EOD OFFICE HEE ONLY				
2000 GT0H11 00000166 75495392 FOR OFFICE USE ONLY				
40.00 DP 482 250.00 DP				

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 Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark 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-1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office		
Domestic Representative Name	and Address Enter for the firs	TRADEMARK st Receiving Party only.		
Name				
Address (line 1)				
Address (line 2)				
Address (line 3)				
Address (line 4)				
Correspondent Name and Addre	SS Area Code and Telephone Number	(212) 692-1975		
Name BRYAN CAVE LLP				
Address (line 1) SHARON ELWIN, LE	EGAL ASSISTANT			
Address (line 2) 245 PARK AVENUE				
Address (line 3) NEW YORK, NY 10	167-0034			
Address (line 4)				
Estantia total averbas	of pages of the attached conveyance	a document		
Pages Enter the total number of including any attachme		e document # 3		
Trademark Application Number(s	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 Num		gistration Number(s)		
75/495392 75/828213	75/868375] 2029699	J []		
78/001685 78/005020	78/014812			
78/015003 78/021672	78/025585			
Number of Properties Enter the total number of properties involved. # 11				
Fee Amount Fee Amou	int for Properties Listed (37 CFR 3.	41): \$ 295.00		
	nclosed X 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 for	ses: Yes No X		
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.				
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LORI POTTS	1000	12/01/00		
Name of Person Signing	Signature	Date Signed		

FORM PTO-1618C

RECORDATION FORM COVER SHEET CONTINUATION

U.S. Department of Commerce Patent and Trademark Office

OMB 0651-0027	TRADE	MARKS ONLY	TRADEMARK	
Conveying Pa Enter Additional Con		Mark if additional names of	f conveying parties attached Execution Date Month Day Year	
Name				
Formerly				
Individual	General Partnership	Limited Partnership	Corporation Association	
Other				
	State of Incorporation/Organization	n		
Receiving Par Enter Additional Rece	ty ————————————————————————————————————	Mark if additional names of receiv	ving parties attached	
Name				
DBA/AKA/TA				
Composed of				
Address (line 1)				
Address (line 2)				
Address (line 3)	City	State/Country	Zip Code	
Individual Corporation	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	
Other			document from the Assignment.)	
	State of Incorporation/Organization			
Trademark Application Number(s) or Registration Number(s) Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).				
	nark Application Number(s)			
78/025588	Application Number(s)		legistration Number(s)	

GRANT OF SECURITY INTEREST (TRADEMARKS)

ARCH WIRELESS HOLDINGS, INC., a Delaware corporation (formerly, Arch Paging, Inc. and hereinafter, the "Grantor"), has entered into the Security and Intercreditor Agreement, dated as of March 23, 2000 (as from time to time amended, supplemented or otherwise modified, the "Security Agreement") made by the Grantor, Arch Wireless Communications, Inc., a Delaware corporation (formerly, Arch Communications, Inc. and hereinafter, the "Arch"), and each of the subsidiaries of Arch listed on Schedule I thereto in favor of The Bank of New York ("BNY"), in its capacities as administrative agent under a certain credit agreement, as Security Agent and as a Collateral Agent, United States Trust Company of New York ("US Trust"), as trustee under the Indenture, dated as of February 7, 1994, between Arch (formerly known as USA Mobile Communications, Inc. II) and US Trust, and as a Collateral Agent, and US Trust, as trustee under the Indenture, dated as of December 15, 1994, between Arch and US Trust, and as a Collateral Agent.

Pursuant to the Security Agreement, the Grantor granted to the Collateral Agents, equally and ratably, a security interest in all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule I attached hereto, which trademarks are registered in the United States Patent and Trademark Office (the "<u>Trademarks</u>"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "<u>Collateral</u>"), to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Collateral Agents, equally and ratably, a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Security Agent with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Collateral Agents' respective addresses are (i) in the case of BNY, as a Collateral Agent, The Bank of New York, Agency Function Administration, One Wall Street, 18th Floor, New York, New York 10286, Attention: Michael Pizarro, Telephone: (212) 635-4697, Facsimile: (212) 635-6365 or 6366 or 6367, with a copy to: The Bank

NY01DOCS/239981.02

of New York, One Wall Street, 16th Floor, New York, New York 10286, Attention: Geoffrey C. Brooks, Telephone (212) 635-8475, Facsimile: (212) 635-8593, and (ii) in the case of US Trust, as a Collateral Agent, United States Trust Company of New York, 114 West 47th Street, New York, New York 10036, Attention: Peggy Ciesmelewski, Corporate Trust Department, Telephone: (212) 852-1674, Facsimile: (212) 852-1626.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 10th day of November, 2000.

ARCH WIRELESS HOLDINGS, INC.

Name: Gerald J. Cimmino

Title: Vice President and Treasurer

COMMONWEALTH OF MASSACHUSETTS)
) ss.:
COUNTY OF SUFFOLK)

On this 10th day of November, 2000, before me personally came Gerald J. Cimmino, to me known, who, being by me duly sworn, did depose and say that he resides at 6 Crystal Drive, Franklin, Massachusetts; that he is a Vice President and Treasurer of ARCH WIRELESS HOLDINGS, INC., the corporation described in and which executed the above instrument, and that he signed his name thereto by order of the board of directors thereof.

Notary Public
[Notary's Stamp]

AURA E. MILES, Notary Public by Commission Expires March 11, 2005

Schedule I to Grant of Security Interest Dated as of November 10, 2000

LIST OF TRADEMARKS

Trademarks

ARCH and Design (Trademark Registration No. 75/828213)

ARCH COMMUNICATIONS (Trademark Registration No. 75/86375)

USA MOBILE (stylized letters) (Reg. No. 2,029,699)

ZOOMLINK (Trademark Registration No. 75/495,392)

Trademark Applications

ARCH WIRELESS and Design (Serial No. 78-025,588 - Filed 9/12/00)

ARCH and Design (Serial No. 78-025,585 - Filed 9/12/00)

ARCH WIRELESS (Serial No. 78-021.671 - Filed 8/17/00)

ARCH WEBSTER (Serial No. 78-015,003 - Filed 6/29/00)

INSTANT RECALL (Serial No. 78-014,812 - Filed 6/28/00)

ARCH.NET WIRELESS (Serial No. 78-005,020 - Filed 4/20/00)

ARCH.NET WIRELESS (Serial No. 78-005,020 - Filed 4/20/00)

QWERTY (Serial No. 78-001,685 - Filed 3/29/00)

RECORDED: 12/05/2000

ARCH.COMMUNICATIONS (Serial No. 75-868,375 - Filed 12/10/99)