11-19-2001 **U.S. Department of Commerce** FORM PTO-1618A Patent and Trademark Office Expires 06/30/99 TRADEMARK OMB 0651-0027 1.1401 101897499 RECORDATION FORM COVER SHEET TRADEMARKS ONLY TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(les Submission Type Conveyance Type **Assignment** License New Resubmission (Non-Recordation) Security Agreement **Nunc Pro Tunc Assignment** Document ID # **Effective Date** Month Day Year Merger **Correction of PTO Error** Reel # Frame # Change of Name **Corrective Document** GRANT OF SECURITY INTEREST (TRADEMARKS) Reel # | 002196 | Frame # | 0049 Conveying Party Mark if additional names of conveying parties attached **Execution Date** Month Day Year ARCH WIRELESS HOLDINGS, INC. 10 00 11 Name Formerly ARCH PAGING, INC Limited Partnership |X| **Association** Individual General Partnership Corporation Other Receiving Party Mark if additional names of receiving parties attached Name THE BANK OF NEW YORK DBA/AKA/TA Composed of Address (line 1) Address (line 2) ONE WALL STREET 10286 **NEW YORK** Address (line 3) **NEW YORK** If document to be recorded is an **Limited Partnership** Individual General Partnership assignment and the receiving party is not domiciled in the United States, an Corporation **Association** appointment of a domestic representative should be attached. (Designation must be a separate Other document from Assignment.) Citizenship/State of Incorporation/Organization **NEW YORK** 

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

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Correspond	lent Name and Addre	SS Area Code and Telephone Number (2	12) 692-1975
Name	BRYAN CAVE LLP		
Address (line 1)	SHARON ELWIN, LE	GAL ASSISTANT	
Address (line 2)	245 PARK AVENUE		
Address (line 3)	NEW YORK, NY 10	167-0034	
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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).
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78/025588

TRADEMARK

### **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 "Trademarks"), 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 "Collateral"), 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

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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 )

S8.:
COUNTY OF SUFFOLK )

On this 10<sup>th</sup> 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]

I Allow was as

LAURA E. MILES, Notary Public My 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)

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

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**RECORDED: 11/19/2001**