# TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

# **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
New-Cell, Inc.		12/15/2004	CORPORATION: WISCONSIN

# RECEIVING PARTY DATA

Name:	CoBank ACB
Street Address:	5500 South Quebec Street
City:	Englewood
State/Country:	COLORADO
Postal Code:	80111
Entity Type:	Federally Chartered Bank: UNKNOWN

### PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2649154	CLEARLY THE BEST
Registration Number:	2490769	PERFECT CHOICE
Registration Number:	2490770	PERFECT CHOICE TO GO
Registration Number:	2492552	PERFECT CHOICE
Registration Number:	2492553	PERFECT CHOICE TO GO
Registration Number:	2497370	MULTIRING
Registration Number:	2584693	CHIRP
Registration Number:	2199260	LEADER OF THE PACK

# **CORRESPONDENCE DATA**

(404)853-8806 Fax Number:

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

404-853-8000 Phone:

Email: julie.murphy@sablaw.com

Correspondent Name: Peter G. Pappas

Address Line 1: 999 Peachtree Street, NE

> **TRADEMARK REEL: 003012 FRAME: 0439**

900018244

Address Line 4: Atlanta, GEOF	RGIA 30309-3996
NAME OF SUBMITTER:	Peter G. Pappas
Signature:	/Peter G. Pappas/
Date:	01/19/2005
Total Attachments: 4 source=DOC132#page1.tif source=DOC132#page2.tif source=DOC132#page3.tif source=DOC132#page4.tif	

# GRANT OF SECURITY INTEREST IN PATENTS AND TRADEMARKS

WHEREAS, NEW-CELL, INC. (the "Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks") and is the owner of the patents listed on Schedule A attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of December 15, 2004, in which the Pledgor has agreed with CoBank, ACB, as Administrative Agent (the "Administrative Agent"), with offices at 5500 South Quebec Street, Englewood, Colorado 80111, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. This Grant of Security Interest has been given in conjunction with the security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Grant of Security Interest are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

**NEW-CELL, INC.** 

By: Rame: Patrick D. Riordan

Title: President and Chief Executive Officer

AO 1241439.1

# Schedule A

# TRADEMARKS AND TRADEMARK APPLICATIONS

See attached chart.

# PATENTS AND PATENT APPLICATIONS

None.

AO 1241439.1

# TRADEMARK CHART

TRADEMARK	GOODS/SERVICES	OWNER	STATE / FEDERAL	STATUS
CLEARLY THE BEST	Telecommunications services, namely, text and numeric digital messaging services, voice mail services, cellular telephone services, local multipoint distribution service wireless communication services, local and long distance services, personal communication services, local multipoint distribution service, local and long distance services via the Internet	New-Cell, Inc.	USA Federal	Registered 11/12/02 Reg. No. 2649154
PERFECT	Prepaid wireless telecommunication services	New-Cell, Inc.	USA Federal	Registered 9/18/2001
CHOICE				Reg. No. 2490769
PERFECT CHOICE TO GO	Prepaid wireless telecommunication services	New-Cell, Inc.	USA Federal	Registered 9/18/2001
				Reg. No. 2490770
PERFECT CHOICE (with	Prepaid wireless telecommunication services	New-Cell, Inc.	USA Federal	Registered 9/25/2001
design)				Reg. No. 2492552
PERFECT CHOICE TO GO	Prepaid wireless telecommunication services	New-Cell, Inc.	USA Federal	Registered 9/25/2001
(with design)				Reg. No. 2492553

#119548

**RECORDED: 01/19/2005** 

TRADEMARK	GOODS/SERVICES	OWNER	STATE / FEDERAL	STATUS
MULTIRING	Wireless telecommunication services,	New-Cell, Inc.	USA	Registered on the
	namely, custom calling features that allow callers to ring multiple telephone numbers,		rederal	Register 10/9/2001
	either simultaneously or sequentially, by			21 2107270
	calling one primary telephone number			108.110.110.00
CHIRP	Telecommunications services, namely, retail	New-Cell, Inc.	USA	Registered 6/25/2002
***************************************	local wireless phone services		Federal	
				Reg. No. 2584693
LEADER OF	Providing wireless telecommunication	New-Cell, Inc.	USA	Registered
THE PACK	services, namely, cellular telephone, cellular		Federal	10/27/1998
	THE COLLEGE PROBLEM PROBLEMS			Sec 8 filed 1/5/04
				Reg. No. 2199260

Page 2