

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brightpoint, Inc.		02/16/2007	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	231 S. LaSalle Street
Internal Address:	IL1-231-08-30
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60697
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2675816	AOS ON-LINE CELLSTAR
Registration Number:	1835240	CELLSTAR
Registration Number:	1976263	CELLSTAR
Registration Number:	2275537	CELLSTAR
Registration Number:	2533227	CELLSTAR
Registration Number:	1896626	CELL STAR
Registration Number:	2603277	CELLSTAR
Registration Number:	2582573	CELLSTAR NETXTREME
Registration Number:	2755539	ETELL
Registration Number:	2888948	INFINITRAX
Registration Number:	3152929	NETXTREME
Registration Number:	2994534	OMNIGISTICS
Registration Number:	2599635	ORDERSTAR

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Registration Number:	2851014	ORDERSTAR
Registration Number:	2891289	ORDERSTAR
Registration Number:	2688804	
Registration Number:	2756124	
Serial Number:	77034937	ETRIEVE
Serial Number:	78517937	IJOY
Serial Number:	78607320	OMNIGISTICS
Serial Number:	78614835	

CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	17625.3866NTBRIGHTPOINJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	05/02/2007

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of February 16, 2007 (as the same may be amended, modified, supplemented, extended and restated from time to time, the "Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as administrative agent (in such capacity, the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

BRIGHTPOINT, INC., an Indiana corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: William J. Faidell
Title: Assistant Vice President

Brightpoint, Inc.
(Indiana corporation)

U.S. Trademarks

Trademark	Country	Application No.	Registration No	Registration Date	Classes	Status
AOS ON-LINE	United States of America	75622176	2675816	21 Jan 2003	35	Registered
CELLSTAR (stylized)	United States of America	74354588	1835240	10 May 1994	9	Registered
CELLSTAR (stylized)	United States of America	74651394	1976263	28 May 1996	9,38,42	Registered
CELLSTAR (stylized)	United States of America	75399597	2275537	7 Sep 1999	9,35,36,37,38,42	Registered
CELLSTAR (stylized)	United States of America	75534071	2533227	29 Jan 2002	35,36,37,38,42	Registered
CELLSTAR (with globe logo)	United States of America	74489103	1896626	30 May 1995	42	Registered
CELLSTAR (with globe logo)	United States of America	75541329	2603277	6 Aug 2002	35,38	Registered
CELLSTAR NET XTREME	United States of America	75467264	2582573	18 Jun 2002	35	Registered
ETELL (stylized)	United States of America	76418336	2755539	26 Aug 2003	9	Registered
ETRIEVE	United States of America	77034937			38	Pending
iJOY	United States of America	78517937			9	Abandoned

INFINITRAX	United States of America	78222574	2888948	28 Sep 2004	35	Registered
NETXTREME	United States of America	78557202	3152929	10 Oct 2006	35,37,38	Registered
OMNIGISTICS	United States of America	78364226	2,994,534	13 Sep 2005	35,37,38,39	Registered
OMNIGISTICS	United States of America	78607320			35	Pending
Omnigistics Black & White Logo	United States of America	78614835			35,37,38,39	Pending
ORDERSTAR	United States of America	78058543	2599635	23 Jul 2002	35	Registered
ORDERSTAR	United States of America	78269575	2851014	8 Jun 2004	35	Registered
ORDERSTAR	United States of America	78269587	2891289	5 Oct 2004	35	Registered
ORDERSTAR LOGO	United States of America	78123599	2688804	18 Feb 2003	35	Registered
PUZZLE STAR LOGO	United States of America	78123579	2756124	26 Aug 2003	35,38	Registered