RF 2/5/09				
Comb FTO-1594 (Rev. 11705) OMB Collection 0651-0027 (exp. 02-10-20	U.S. DEPARTMENT OF COMMERCE On United States Patent and Trademark Office			
LIBRID CONTRACTOR	4			
To the Director of the U. S. P. 10354759	ched documents or the new address(es) below.			
1. Name of conveying party(ies):	2. Name and address of receiving party(ies)			
USA Wireless Technologies, Inc.	Additional names, addresses, or citizenship attached? X No			
	Name: MB Financial Bank, N.A., as agent			
Individual(s) Association	Internal Address:			
General Partnership	Street Address: 6111 N. River Rd.			
X Corporation- State: California	City: Rosemont			
Other	State:			
Citizenship (see guidelines)	Country: USA Zip: 60018			
Additional names of conveying parties attached? Yes No	Association Citizenship			
3. Nature of conveyance)/Execution Date(s) :	General Partnership Citizenship #550c is trum			
Execution Date(s) January 28, 2009	Limited Partnership Citizenship			
Assignment Merger	Corporation Citizenship			
Security Agreement Change of Name	Other Citizenship If assignee is not domiciled in the United States, a domestic			
Other Assignment for Security	representative designation is attached: Yes No (Designations must be a separate document from assignment)			
4. Application number(s) or registration number(s) and A Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing)	B. Trademark Registration No.(s) Additional sheet(s) attached? X Yes No			
5. Name & address of party to whom correspondence concerning document should be mailed: Name: Laura Konrath	6. Total number of applications and registrations involved:			
Internal Address: Wineton & Strawn LLP	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 265			
	Authorized to be charged by credit card			
Street Address: 35 W. Wacker Dr.	x Authorized to be charged to deposit account Enclosed			
City: Chicago	8. Payment Information:			
State: IL Zip: 60601	a. Credit Card Last 4 Numbers			
Phone Number: 312-558-6352	b. Deposit Account Number			
Fax Number: 312-558-5700	Authorized User Name <u>Laura Konrath</u>			
Email Address: 1kontath@winston.com	Authorized User Name Kontacti			
9. Signature: Signature	2/03te/7			
Laura Konrath	Total number of pages including cover			
Name of Person Signing	sheet, attachments, and document:			
Occuments to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450				

Winston & Strawn 2/5/2009 4:11:20 PM PAGE 006/010 Fax Server

Continuation of

SCHEDULE I TO ASSIGNMENT FOR SECURITY (TRADEMARKS)

<u>Trademark</u>	Application or Registration Date	Application or Registration
		No.
USAWS	11/08/2004	78/513,137
USA Wireless Solutions	04/13/2004	78/400,784
(stylized and/or with design)		_L
USA Wireless (stylized	04/13/2004	78/400,922
and/or with design)		
Star (stylized and/or with	04/13/2004	78/400,958
design)		
D.I.Y. DESIGN IT	06/13/2006	78/647,335
YOURSELF		
M-COUTURE	05/16/2006	78/684,640
M-DOCK	05/10/2005	78/626,223
M-GADGET	05/16/2006	78/684,670
MOBILE CHAOS	07/22/2005	78/675,914
M-PLAY	05/10/2005	75/626,227



USPTO

TO:LAURA KONRATH COMPANY:WINSTON & STRAWN LLP

Winston & Strawn 2/2/2009 11 48 41 AM PAGE 003/007 Fax Server 02/02/2009 709398003

Re 2/5/09	U.S. DEPARTMENT OF COMMERCE			
orm PTC=1594 (Rev. 0795) IMB Collection 0651-0027 (exp. 6/30/2006)	United States Patent and Trademark Office			
RECORDATION FORM COVER SHEET TRADEMARKS ONLY 33995-67				
To the Director of the U. S. Patent and Trademark Office: Please record the estached documents or the new aridmas(ev) below.				
1. Name of conveying party(ivs):	2. Name and address of receiving partyles)			
USA Wireless Technologies, Inc.	Additional names, addresses, or citizenship attached? X No Name: MB Firencial Bank, N.A., as agent			
todividual(s) Association	internal Address:			
General Partnership Limited Partnership [X] Compression, State: Gellifornia	Street Address: 6111 N. River Rd.			
	City: Rosessont:			
Other	State: Tr.			
Chizanetig (see guidelines)	Country: USA I'p: 60018			
Additional names of convoying parties assumed? Yes 13 No				
3. Nature of conveyance)/Execution Date(s):	General Partnership Citizenship >900cs71001			
Execution Data(s) January 28, 2009	Limited Partnership Citizenship USA			
Assignment Merger	Corporation Citizenship			
Security Agreement Change of Name	Other Citizenship If assigner is not domiciled in the United States, a domestic			
Other Assignment for Security	representative designation is attached: Yes IX No (Designations must be a separate document from sesignment)			
Other Accignment for Security 4. Application number(s) or registration number(s) an A. Trademark Application No.(s)	(Designations must be a separate document from sesignment)			
4. Application number(s) or registration number(s) an A. Trademark Application No.(s)	(Designations must be a separate document from sesignment) d identification or description of the Trademark. B. Trademark Registration No.(s) Additional shoul(s) attached?			
4. Application number(s) or registration number(s) an A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing	(Designations must be a separate document from sesignment) and identifications or description of the Trademark, B. Trademark Registration No.(a) Additional sheet(s) attached? Yes No. Date if Application or Registration Number is unknown):			
4. Application number(s) or registration number(s) an A. Trademark Application No.(s)	(Designations must be a separate document from sesignment) and identifications or description of the Trademark, B. Trademark Registration No.(a) Additional sheet(a) attached? Additional sheet(a) attached? Date if Application or Registration Number is unknown):			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing 5. Name 8. address of party to whose correspondence concerning document should be sealed:	(Designations must be a separate document from sesignment) of identification or description of the Trademark. B. Trademark Registration Na.(s) Additional sheet(s) attached?			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing 5. Name 8. address of party to s/sots correspondence sonoursing document should be sailed: Name: Laura Kontrath.	(Designations must be a separate document from sesignment) d identification or description of the Trademark. B. Trademark Registration Na.(s) Additional sheet(s) attached? Yes No Additional sheet(s) attached? Yes No Dete if Application or Registration Number is unknown): C. Total number of applications and 10 registrations involved:			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing S. Name S. address of party to whose correspondence concerning document should be selfed: Name: Laura Konrath Internal Address: Winston & Strawn LLP Street Address: 35 W. Wacker Dr.	Cossignations must be a separate document from sesignment) In the control of the Trademark.			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing S. Neme & address of party to whose correspondence concerning document should be sealed: Name: Leura Konsrath Internal Address: Winston & Strawn LLP Street Address: 35 W. Wacker Dr. City: Chicago State: IL Zip: 60601	Cosignations must be a separate document from sesignment) and identification or description of the Trademark. B. Trademark Registration No.(s) Additional sheet(s) attached?			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing St. Name & address of party to whose correspondence concerning document should be selled: Name: Laura Konsrath Internal Address: Winston & Strawn LLP Street Address: 35 M. Wacker Dr. City: Chicago State: IL Zip: 60601 Phone Number: 312-558-6352	Cossignations must be a separate document from sesignment) In the control of the Trademark.			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing 5. Name 8. address of party to s/sons correspondence concerning document should be selfed: Name: Laura Konrath Internal Address: Winston & Strawn LLP Street Address: 35 Vi. Wacker Dr. City: Chicago State: II. Zip: 60601 Prione Number: 312-558-6352 Far Mainher: 312-558-6352	Cossignations must be a separate document from sesignment) In the control of the Trademark.			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing S. Name & address of party to whote correspondence concerning document should be selled: Name: Laura Konrath Internal Address: Winston & Strawn LLP Street Address: Winston & Strawn LLP City: Chicago State: IL Zip: 60601 Phone Number: 312-558-6352 Fax Number: 312-558-6350 Email Address: (1koptath@vinston.com)	Cossignations must be a separate document from sesignment) In the control of the Trademark.			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing 5. Name 8. address of party to s/sons correspondence concerning document should be selfed: Name: Laura Konrath Internal Address: Winston & Strawn LLP Street Address: 35 Vi. Wacker Dr. City: Chicago State: II. Zip: 60601 Prione Number: 312-558-6352 Far Mainher: 312-558-6352	Cossignations must be a separate document from sesignment) and identification or description of the Trademark. B. Trademark Registration Na.(s) Additional shew(s) attached? ** Yes No. No.			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing Street Address: Winston & Strawn LLP Street Address: Winston & Strawn LLP Street Address: JS W. Wacker Dr. City: Chicago State: JL Zip: 60601 Phone Number: 312-558-6352 Fax Number: 312-558-6352 Fax Number: 1koprath@vinston.com / Signature: Art.	Cossignations must be a separate document from sesignment) and identification or description of the Trademark. B. Trademark Registration No.(s) Additional sheet(s) attached? X ves No. Poste if Application or Registration Number is unknown): 5. Yotal number of applications and registrations involved: 7. Total fee (37 CFR 2.8(b)(6) & 3.41) \$ 255 Authorized to be charged by credit card X Authorized to be charged to deposit account Enclosed 8. Payment information: a. Credit Card Lest 4 Numbers Expiration Data b. Deposit Account Number 232428 Suthorized User Name Laura Konzath			

Documents to be recorded (including cover sines) should be fased to (871) 272-9140, or mailed to: Mail Blop Assignment Recordation Services, Otrester of the USPTG, P.D. Box 1484, Alexandeia, VA 22313-1450

Winston & Strawn 2/5/2009 4:11:20 PM PAGE 007/010 Fax Server

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, USA Wireless Technologies, Inc., a California corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to MB Financial Bank, N.A., as administrative and collateral agent (referred to herein as the "Assignee") and the other Secured Parties as defined in the Amended and Restated Omnibus Pledge and Security Agreement dated as of August 29, 2006 (the "Security Agreement") among Assignor, the other Pledgors named therein and the Assignee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

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

Assignee's address is 6111 North River Road, Rosemont, Illinois 60018.

CHI:2211582.3

Winston & Strawn

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 2/1/2 viay of January, 2009.

USA WIRELESS TECHNOLOGIES, INC.

Signature Page to Assignment for Security Agreement (Trademarks)

Winston & Strawn 2/5/2009 4:11:20 PM PAGE 009/010 Fax Server

SCHEDULE I TO ASSIGNMENT FOR SECURITY (TRADEMARKS)

Trademark	Application or Registration Date	Application or Registration
		No.
USAWS	11/08/2004	78/513,137
USA Wireless Solutions (stylized and/or with design)	04/13/2004	78/400,784
USA Wireless (stylized and/or with design)	04/13/2004	78/400,922
Star (stylized and/or with design)	04/13/2004	78/400,958
D.I.Y. DESIGN IT YOURSELF	06/13/2006	78/647,335
M-COUTURE	05/16/2006	78/684,640
M-DOCK	05/10/2005	78/626,223
M-GADGET	05/16/2006	78/684,670
MOBILE CHAOS	07/22/2005	78/675,914
M-PLAY	05/10/2005	75/626,227

TRADEMARK REEL: 003934 FRAME: 0836

RECORDED: 02/02/2009