

RE 215109

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp.

02-10-2009

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



HEET
LY 33995-67

To the Director of the U. S. P.

103547590

Additional documents or the new address(es) below.

1. Name of conveying party(ies):

USA Wireless Technologies, Inc.

- Individual(s)
- General Partnership
- Corporation- State: California
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance (Execution Date(s) :

Execution Date(s) January 28, 2009

- Assignment
- Security Agreement
- Other Assignment for Security
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: MB Financial Bank, N.A., as agent

Internal

Address:

Street Address: 6111 N. River Rd.

City: Rosemont

State: IL

Country: USA Zip: 60018

- Association Citizenship National Association
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: 312-558-6352

Fax Number: 312-558-5700

Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 265

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232428

Authorized User Name Laura Konrath

9. Signature:

Laura Konrath
Signature

2/2/09
Date

Laura Konrath
Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Documents 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

ORIS

Continuation of
Item 7SCHEDULE I TO ASSIGNMENT FOR SECURITY (TRADEMARKS)

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

10

TRADEMARK

REEL: 003934 FRAME: 0832

TO: LAURA KONRATH COMPANY: WINSTON & STRAWN LLP

Re 2/5/09

02/02/2009
700398003

Form PTO-1594 (Rev. 07/05)
OMB Collection 0951-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
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 attached documents or file new address(es) below.

1. Name of conveying party(ies):
USA Wireless Technologies, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: California
 Other _____

Citizenship (see guidelines) _____
Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

Name: MB Financial Bank, N.A., as agent
Internal Address: _____
Street Address: 6111 N. River Rd.
City: Rosemont
State: IL
Country: USA Zip: 60018

Association Citizenship: NATIONAL Association
 General Partnership Citizenship: _____
 Limited Partnership Citizenship: USA
 Corporation Citizenship: _____
 Other _____ Citizenship: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance (Execution Date(s)):
Execution Date(s) January 28, 2009

Assignment Merger
 Security Agreement Change of Name
 Other Assignment for Security

4. Application number(s) or registration number(s) and identification or description of the Trademark.
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) _____

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:
Name: Laura Konrath
Internal Address: Winston & Strawn LLP
Street Address: 35 W. Wacker Dr.
City: Chicago
State: IL Zip: 60607
Phone Number: 312-558-6352
Fax Number: 312-558-5700
Email Address: lkonzath@winston.com

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 2.8(b)(6) & 3.41) \$ 265

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232428
Authorized User Name Laura Konrath

9. Signature: *Laura Konrath* Date: 2/2/09
Name of Person Signing: Laura Konrath

Total number of pages including cover sheet, attachments, and documents: _____

CH 5265.00 202428 78513137

Documents to be recorded (including cover sheet) should be filed to (871) 273-0145, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1488, Alexandria, VA 22313-1450

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:22115823

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 21st day of January, 2009.

USA WIRELESS TECHNOLOGIES, INC.

By: 
Name: JOHN RUBIN
Title: CFO

Signature Page to Assignment for Security Agreement (Trademarks)

SCHEDULE I TO ASSIGNMENT FOR SECURITY (TRADEMARKS)

<u>Trademark</u>	<u>Application or Registration Date</u>	<u>Application or Registration No.</u>
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