

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

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

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

33995-67 corr

To the Director of the U. S. Patent and Trademark Office: Please record the attached 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  Merger  
 Security Agreement  Change of Name  
 Other Correction to Reel 003934/  
Frame 0831

**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: \_\_\_\_\_

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)

Delete 75/626,227

Add 78/626,227

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:**

1

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40**

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

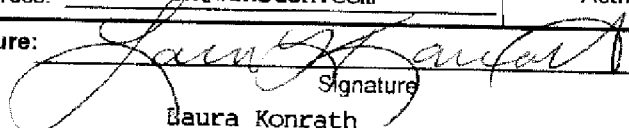
**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 232428

Authorized User Name Laura Konrath

**9. Signature:**



Signature

Laura Konrath

Name of Person Signing

2/19/09  
Date

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

CH \$40.00 232428 78626227

RE 215109  
Form PTO-1514 (REV. 07/05)  
OMB Collection 0651-0027 (exp.

02-10-2009

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



MEET  
LY 33995-67  
Check documents of the new address(es) below.

To the Director of the U. S. P.

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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

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 Additional names, addresses, or citizenship attached?  Yes  No

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 Internal \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Street Address: 5111 N. River Rd.  
 City: Rosemont  
 State: IL  
 Country: USA Zip: 60018

Association      Citizenship National  
 General Partnership      Citizenship Association  
 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)

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: 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 2.8(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      2/2/09  
 \_\_\_\_\_      \_\_\_\_\_  
 Signature      Date  
 Name of Person Signing      Total number of pages including cover sheet, attachments, and document: \_\_\_\_\_

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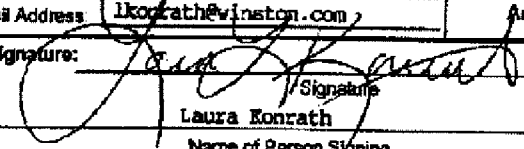
TO: LAURA KONRATH COMPANY: WINSTON & STRAWN LLP

Winston & Strawn 2/2/2009 11:48:41 AM PAGE 003/007 Fax Server  
02/02/2009  
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Form PTO-1594 (Rev. 07/05) U.S. DEPARTMENT OF COMMERCE  
OMB Collection 0651-0027 (exp. 6/30/2008) 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 the new address(es) below

<p><b>1. Name of conveying party(ies):</b> USA Wireless Technologies, Inc.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation- State: <u>California</u>  <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____  Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>2. Name and address of receiving party(ies)</b> <input type="checkbox"/> Yes  Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>MB Financial Bank, N.A., as agent</u>  Internal Address: _____  Street Address: <u>6111 N. River Rd.</u>  City: <u>Rosemont</u>  State: <u>IL</u>  Country: <u>USA</u> Zip: <u>60018</u></p> <p><input checked="" type="checkbox"/> Association Citizenship <u>NATIONAL</u>  <input type="checkbox"/> General Partnership Citizenship <u>ASSOCIATION</u>  <input type="checkbox"/> Limited Partnership Citizenship _____  <input type="checkbox"/> Corporation Citizenship _____  <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)</p>
<p><b>3. Nature of conveyance / Execution Date(s):</b>  Execution Date(s) <u>January 28, 2009</u></p> <p><input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other <u>Assignment for Security</u></p>	<p><b>4. Application number(s) or registration number(s) and identification or description of the Trademark.</b>  A. Trademark Application No.(s) _____  B. Trademark Registration No.(s) _____</p> <p style="text-align: right;">Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p><b>G. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</b></p>	
<p><b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b>  Name: <u>Laura Konrath</u>  Internal Address: <u>Winston &amp; Strawn LLP</u>  Street Address: <u>35 W. Wacker Dr.</u>  City: <u>Chicago</u>  State: <u>IL</u> Zip: <u>60601</u>  Phone Number: <u>312-558-6352</u>  Fax Number: <u>312-558-5700</u>  Email Address: <u>Lkonrath@winston.com</u></p>	<p><b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">10</span></p> <p><b>7. Total fee (37 CFR 2.6(b)(8) &amp; 3.41) \$ 265</b></p> <p><input type="checkbox"/> Authorized to be charged by credit card  <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Enclosed</p>
<p><b>8. Payment Information:</b></p> <p>a. Credit Card Last 4 Numbers _____ Expiration Date _____  b. Deposit Account Number <u>232428</u>  Authorized User Name <u>Laura Konrath</u></p>	
<p><b>9. Signature:</b>  _____ <u>2/2/09</u> _____  Name of Person Signing: <u>Laura Konrath</u> Date: _____</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;"> </span></p>	

CH 5265.00 232428 78513137

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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	<del>75/626,227</del>

10

78

**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

TRADEMARK  
REEL: 003939 FRAME: 0503

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 28<sup>th</sup> day of January, 2009.

USA WIRELESS TECHNOLOGIES, INC.

By:   
Name: JOHN RUBIN  
Title: CFO

Signature Page to Assignment for Security Agreement (Trademarks)

TRADEMARK  
REEL: 003939 FRAME: 0504

SCHEDULE I TO ASSIGNMENT FOR SECURITY (TRADEMARKS)

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