

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
Communications Test Design, Inc.		12/23/2010	CORPORATION: PENNSYLVANIA
Phoenix Wireless, Inc.		12/23/2010	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Citizens Bank of Pennsylvania
Street Address:	3025 Chemical Road
Internal Address:	Commercial Banking
City:	Plymouth Meeting
State/Country:	PENNSYLVANIA
Postal Code:	19462
Entity Type:	State Chartered Bank: PENNSYLVANIA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	3097273	GRIDMAX
Registration Number:	2470995	ON-LINE SUPPLY
Registration Number:	2212235	CTDI
Serial Number:	77717833	ECOLIFE
Serial Number:	77717899	ECOLIFE
Registration Number:	3748171	QUADLOCK
Registration Number:	3653326	QUADLOCK
Registration Number:	3839684	QUADLOCK
Registration Number:	3645834	SYDNEY HARBOUR
Serial Number:	77957819	AZURA
Serial Number:	77645817	ECOMOBILE
Serial Number:	85119726	PHOENIX WIRELESS

OP \$365.00 3097273

Serial Number:	85032885	RUGGED
Serial Number:	85032923	RUGGED EQUIPMENT

CORRESPONDENCE DATA

Fax Number: (202)842-8465
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: dctrademarks@dbr.com, sheila.stewart@dbr.com
 Correspondent Name: Amy Carrol - Drinker Biddle & Reath LLP
 Address Line 1: 1500 K Street NW
 Address Line 2: Suite 1100
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	044589.459652
NAME OF SUBMITTER:	Sheila Stewart
Signature:	/sheila stewart/
Date:	01/20/2011

Total Attachments: 5
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PATENT AND TRADEMARK AGREEMENT

This Patent and Trademark Agreement (this "Agreement") is made as of December 23 2010, by and among Citizens Bank of Pennsylvania, as agent for itself and the other Secured Parties (as that term is defined in the Credit Agreement defined below) (together with its successors and assigns in such capacity, "Agent"), and Communications Test Design, Inc., a Pennsylvania corporation (together with its successors and assigns, "Borrower"), and Phoenix Wireless, Inc., a Pennsylvania corporation (together with its successors and assigns, "Restricted Subsidiary Guarantor," and together with Borrower, "Grantors").

WHEREAS, Grantors own all right, title and interest in and to certain U.S. patents and trademarks, including those trademarks listed on the annexed Schedule A (the "Patents and Trademarks");

WHEREAS, Agent, Borrower, the Lenders (as that term is defined in the Credit Agreement defined below) and certain other parties entered into that certain Credit Agreement dated as of the date hereof (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the "Credit Agreement"), pursuant to which the Lenders agreed to extend credit to Borrower on the terms and conditions described therein;

WHEREAS, Grantors are obligated to Agent pursuant to a Security Agreement dated as of the date hereof (as the same has been amended, restated, modified, supplemented and/or replaced from time to time, the "Security Agreement") in favor of Agent; and

WHEREAS, pursuant to the Security Agreement, Grantors granted to Agent a security interest in all right, title and interest of Grantors in and to, among other things, the Patents and Trademarks, including the applications and registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Patents and Trademarks and all proceeds thereof, including, without limitation, any and all past, present and future causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Credit Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor does hereby grant to Agent a security interest in the Collateral to secure the prompt payment, performance and observance of its obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Collateral made and granted hereby are fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Signature Page Follows]

IN WITNESS WHEREOF, this Patent and Trademark Agreement is duly executed on behalf of Grantor this 23rd day of December, 2010.

GRANTOR:

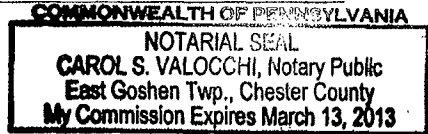
COMMUNICATIONS TEST DESIGN, INC.

By: *Gerald J. Parsons*
Name: Gerald J. Parsons
Title: Chairman & CEO

NOTARY PUBLIC CERTIFICATE

On this 23rd day of December, 2010, Gerald J. Parsons who is personally known to me appeared before me in his capacity as the Chairman & CEO of Communications Test Design, Inc. ("Grantor") and executed on behalf of Grantor the Patent and Trademark Agreement in favor of Citizens Bank of Pennsylvania, as Agent, to which this Certificate is attached.

Carol S. Valocchi
Notary Public



GRANTOR:

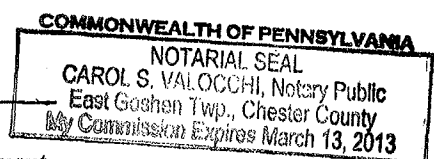
PHOENIX WIRELESS, INC.

By: *Brian C. Parsons*
Name: Brian C. Parsons
Title: Vice President

NOTARY PUBLIC CERTIFICATE

On this 23rd day of December, 2010, Brian C. Parsons who is personally known to me appeared before me in his capacity as the Vice President of Phoenix Wireless, Inc. ("Grantor") and executed on behalf of Grantor the Patent and Trademark Agreement in favor of CITIZENS BANK OF PENNSYLVANIA, as Agent, to which this Certificate is attached.

Carol S. Valocchi
Notary



Signature Page to Patent and Trademark Agreement

SCHEDULE A

PATENTS AND TRADEMARKS

SCHEDULE A

PATENTS AND TRADEMARKS



Trademarks of Borrower

Mark	Registration No.	Registration Date
CTDI	2,212,235	12/22/08
On-Line Supply	2,470,995	7/24/01
GridMax	pending	pending

Patents of Borrower

Title	Patent Number	Grant Date
Method and apparatus for providing high capacity, long loop broadband ADSL service	6,967,952	November 22, 2005
System for providing increased data speed using high resolution analog to digital conversion	6,697,463	February 24, 2004
Efficient hardware implementation for signal reconstruction over multiple analog-to-digital, digital-to-analog conversions in a telecommunication system	6,885,698	April 26, 2005
Voltage alternating switch circuit	6,567,522	May 20, 2003
D.C. battery plant alarm monitoring remote apparatus	5,661,463	August 26, 1997
Automated storage and retrieval system	5,379,229	January 1, 1995
Emergency alert system	5,029,290	July 2, 1991
Method and apparatus as for testing a telephone line interface card	5,005,197	April 2, 1991
Apparatus and method for identifying and analyzing telephone channel units, commands and responses	4,741,017	April 26, 1988
Switch testing	4,692,939	September 8, 1987
Circuit testing of telephone grids or the like	4,670,897	June 2, 1987
Circuit testing of telephone grids or the like	4,540,857	September 10, 1985

Trademarks of Restricted Subsidiary Guarantor

Mark	Application/ Registration Number	Description	Date of Registration or Renewal
ECOLIFE	SN:77-717833	(Int'l Class: 9) Cellular telephone accessories, namely, carrying cases, chargers, phone shields and phone skins	September 27, 2010
	SN:77-717899	(Int'l Class: 9) Cellular telephone accessories, namely, carrying cases, chargers, phone shields and phone skins	September 27, 2010
QUADLOCK	SN:77-476398 RN:3,748,171	(Int'l Class: 9) Carrying case for cellular telephones and other personal communication devices	February 16, 2010
QUADLOCK	SN:77-476722 RN:3,653,326	(Int'l Class: 6) Metal clip for removing and connecting hand-held items to a belt or other article of clothing	July 14, 2009
	SN:77-478340 RN:3,839,684	(Int'l Class: 18) Carrying case for cellular telephones and other personal communication devices	August 31, 2010
SYDNEY HARBOUR	SN:77-475360 RN: 3,645,834	(Int'l Class: 9) Cellular telephone accessories, namely, carrying cases	June 30, 2009
AZURA	SN:77-957819 (pending)	(Int'l Class: 9) Cell phone accessories, namely, soft skins and hard shields for cell phones	June 15, 2010
ECOMOBILE	SN:77-645817 (pending)	(Int'l Class: 9) Cellular telephone accessories, namely, carrying cases and chargers	September 24, 2009
PHOENIX WIRELESS	SN:85-119726 (pending)	(Int'l Class: 35) Wholesale services for cellular telephone accessories	December 13, 2010
RUGGED	SN:85-032885 (pending)	(Int'l Class: 9) Carrying cases for cellular telephones and other personal communication devices; cellular telephone accessories, namely, battery chargers, headsets, hands free kits for phones, namely, vehicle mounts	June 22, 2010
RUGGED EQUIPMENT	SN:85-032923 (pending)	(Int'l Class: 9) Carrying cases for cellular telephones and other personal communication devices; cellular telephone accessories, namely, battery chargers, headsets, hands free kits for phones, namely, vehicle mounts	June 22, 2010