

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM306505

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
OFFWIRE, INC.		05/07/2014	CORPORATION: NEBRASKA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PNC Bank, National Association, as Agent		
<b>Street Address:</b>	Two Tower Center Boulevard		
<b>City:</b>	East Brunswick		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08816		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3384778	BLU DIAMOND	
<b>Registration Number:</b>	3400603	BLUBUG	
<b>Registration Number:</b>	3496007	GRIZZLY	
<b>Registration Number:</b>	3586268	CELLING SOLUTIONS	
<b>Registration Number:</b>	3650718	OFFWIRE	
<b>Registration Number:</b>	3688668	W WIRELESS CONNECTION	
<b>Registration Number:</b>	4028517	SMARTSERIES	
<b>Registration Number:</b>	3239220	EPROFIT SOLUTION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Email:</b>	michael.barys@thomsonreuters.com		
<b>Correspondent Name:</b>	CT Lien Solutions		
<b>Address Line 1:</b>	4400 Easton Commons Way Suite 125		
<b>Address Line 2:</b>	ATTN: John Salvage		
<b>Address Line 4:</b>	Columbus, OHIO 43219		
<b>NAME OF SUBMITTER:</b>	John Salvage		
<b>SIGNATURE:</b>	/Michael Barys TR/		
<b>DATE SIGNED:</b>	06/03/2014		

OP \$215.00 3384778

**Total Attachments: 9**

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## TRADEMARK ASSIGNMENT OF SECURITY INTEREST

WHEREAS, Offwire, Inc., a Nebraska corporation, located at 13575 Lynam Drive, Omaha, NE 68138 ("Offwire"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Offwire is obligated to PNC Bank, National Association ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as administrative agent for Lenders ("Agent") pursuant to a certain Fourth Amended and Restated Revolving Credit and Security Agreement, dated as of June 28, 2013, among Agent, Lenders, Brightstar Corp. and Brightstar US, Inc., (each a "Borrower" and collectively, the "Borrowers") and certain affiliates of the Borrowers (including, without limitation, Offwire) from time to time a party thereto (together with Borrowers, each a "Loan Party" and collectively, "Loan Parties") (as may be further amended, modified, restated or supplemented from time to time, the "Agreement"); and

WHEREAS, pursuant to the Agreement, Offwire is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Offwire does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreement and in accordance with the terms and provisions thereof.

[Signature Page Follows]

Offwire expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

Dated: ~~April~~ <sup>MAY</sup> 7, 2014

OFFWIRE, INC.

By: 

Name: JOHN N LUND

Title: President

PNC BANK, NATIONAL  
ASSOCIATION,  
as Agent

By: \_\_\_\_\_

Name:

Its:

Offwire expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

Dated: ~~April~~ <sup>MAY</sup> 7, 2014

OFFWIRE, INC.


By: \_\_\_\_\_  
Name:  
Title:

PNC BANK, NATIONAL  
ASSOCIATION,  
as Agent


By: Jane Ganch  
Name: JANE GANCH  
Its: Sr. V.P.

# SCHEDULE A


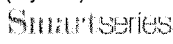
Schedule A to a Trademark Assignment of Security Interest dated ~~April~~ <sup>MAY</sup> 1, 2014, by and between Offwire, Inc. and PNC Bank, National Association, as Agent.

TM Record	TM/Disclaimer	Status/Key Dates	Full Goods/Services	Owner	Ser./Reg./App. No.	Notes
US Federal Q3 uf 2	BLU DIAMOND  BLU DIAMOND	Registered February 19, 2008  Int'l Class: 9 First Use: January 1, 2007 Filed: June 22, 2007 Published: December 4, 2007	(Int'l Class: 9) Transmitters and receivers which connect and exchange information over wireless personal area networks using a secure, globally unlicensed short-range radio frequency	Offwire, Inc. (Nebraska Corp.) 4507 South 88th Street Omaha, Nebraska 66127	SN:77-213417 RN:3,384,778	
US Federal Q3 uf 3	BLUBUG (Stylized) 	Registered March 25, 2008  Int'l Class: 9 First Use: October 1, 2006 Filed: October 30, 2006 Published: October 2, 2007	(Int'l Class: 9) Transmitters and receivers which connect and exchange information over wireless personal area networks using a secure, globally unlicensed short-range radio frequency	Offwire, Inc. (Nebraska Corp.) 4507 South 88th Street Omaha, Nebraska 66127	SN:77-031901 RN:3,400,603	
US Federal Q3 uf 4	GRIZZLY and Design	Registered September 2, 2008  Int'l Class: 9	(Int'l Class: 9) Cellular telephone accessories; namely, specialty cases and pouches for	Wireless Connection, Inc. (Nebraska Corp.) 4507 South 88th Street	SN:78-765308 RN:3,496,007	KI – Owner is Offwire, Inc. Change of name from Wireless Connection, Inc. to

Schedule A-1

TM Record	TM/Disclaimer	Status/Key Dates	Full Goods/Services	Owner	Ser./Reg./App. No.	Notes
		First Use: September 1, 2005 Filed: December 2, 2005 Published: November 28, 2006	carrying cellular telephones	Omaha, Nebraska 68127		Offwire, Inc. recorded with USPTO 11/13/07.
US Federal Q3 uf 5	CELLING SOLUTIONS  Celling Solutions  Disclaimer: "SOLUTIONS"	Registered March 10, 2009  Int'l Class: 41 First Use: July 1, 2004 Filed: July 17, 2008 Published: December 23, 2008	(Int'l Class: 41) Training in the field of selling cellular telephones and electronic handheld device accessories; training in the field of inventory management of cellular telephones and electronic handheld device accessories	Offwire, Inc. (Nebraska Corp.) 13575 Lynam Drive Omaha, Nebraska 68138	SN:77-525234 RN:3,586,268	✓
US Federal Q3 uf 6	OFFWIRE (Stylized) <b>OFFWIRE</b>	Registered July 7, 2009  Int'l Class: 9 First Use: July 3, 1995 Filed: December 18, 2008 Published: April 21, 2009	(Int'l Class: 9) Mobile telephone accessories, namely, fitted leather cases, universal cases, vehicle adaptor chargers, batteries, chargers, antennas, holders, universal chargers, conditioning chargers, silicon cases, plastic snap-on cases, screen protectors, holsters, flash memory cards, data transfer kits comprising of data transfer cables and	Offwire, Inc. (Nebraska Corp.) 13575 Lynam Drive Omaha, Nebraska 68138	SN:77-636250 RN:3,650,718	✓

Schedule A-2

TM Record	TM/Disclaimer	Status/Key Dates	Full Goods/Services	Owner	Ser./Reg./App. No.	Notes
			data transfer software, and headsets, transmitters and receivers which connect and exchange information over wireless personal area networks using a secure, globally unlicensed short-range radio frequency			
US Federal Q3 uf 7	W WIRELESS CONNECTION and Design  Disclaimer: "WIRELESS CONNECTION"	Registered September 29, 2009  Int'l Class: 35 First Use: July 1, 2008 Filed: February 12, 2009 Published: July 14, 2009	(Int'l Class: 35) Retail store services and online retail store services in the field of wireless telecommunications products and services	Wireless Connection Corp (Montana Corp.) 410 N 1st St Hamilton, Montana 59840	SN:77-669073 RN:3,688,668	
US Federal Q3 uf 8	SMARTSERIES (Stylized) 	Registered September 20, 2011  Int'l Class: 9 First Use: December 3, 2010 Filed: February 22, 2011 Published: July 5, 2011	(Int'l Class: 9) Mobile telephone accessories, namely, fitted leather cases, universal cases, vehicle adaptor chargers, batteries, chargers, antennas, holders, universal chargers, conditioning chargers, silicon cases, plastic snap-on cases, screen protectors, holsters, flash memory	Offwire, Inc. (Nebraska Corp.) 13575 Lynam Drive Omaha, Nebraska 68138	SN:85-248630 RN:4,028,517	L

Schedule A-3

TM Record	TM/Disclaimer	Status/Key Dates	Full Goods/Services	Owner	Ser./Reg./App. No.	Notes
			cards, data transfer kits comprising of data transfer cables and data transfer software, and headsets, transmitters and receivers which connect and exchange information over wireless personal area networks using a secure, globally unlicensed short-range radio frequency			
US Federal Q3 uf 9	EPROFIT SOLUTION  eProfit Solution	Registered 8 & 15 July 26, 2012  Int'l Class: 9 First Use: January 1, 2006 Filed: February 15, 2006 Published: February 20, 2007 Registered: May 8, 2007	(Int'l Class: 9) Cellular telephone accessories; namely, specialty cases and pouches for carrying cellular telephones and hands- free devices for cellular telephones	Offwire, Inc. (Nebraska Corp.) 4507 South 88th Street Omaha, Nebraska 66127	SN:78-815294 RN:3,239,220	
US State Q3 us 21	OFFWIRE	NEBRASKA - Renewed Last Status Received: Renewed February 19, 2007  Registered: February 19, 1997	(Int'l Class: 38) communication services	WIRELESS CONNECTION, INC. 4507 SOUTH 88TH STREET OMAHA	RN: NE 1527213 AN: 35500923	KI - 8/30/07 letter to NE SOS office requesting update of change of name from Wireless Connection, Inc. to Offwire, Inc.

Schedule A-4

TM Record	TM/Disclaimer	Status/Key Dates	Full Goods/Services	Owner	Ser./Reg./App. No.	Notes
US State Q3 us 22	WIRELESS CONNECTION	NEBRASKA - Renewed Last Status Received: Renewed February 19, 2007  Registered: February 19, 1997	(Int'l Class: 38) communication services	WIRELESS CONNECTION, INC. 4507 SOUTH 88TH STREET OMAHA	RN: NE 1527224 AN: 35500993	KI - 8/30/07 letter to NE SOS office requesting update of change of name from Wireless Connection, Inc. to Offwire, Inc.

Schedule A-5