TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM324432

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PCS WIRELESS LLC		11/21/2014	LIMITED LIABILITY COMPANY: NEW JERSEY

RECEIVING PARTY DATA

Name:	White Oak Asset Finance, LLC, as Administrative Agent
Street Address:	3 Embarcadero Center, Suite 550
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4565628	POSH MOBILE
Registration Number:	4355604	DUNE TUNES
Registration Number:	4366101	LADY BUDS
Registration Number:	4277371	TEK STAR
Registration Number:	4211660	HANDCANDY
Registration Number:	4361908	DUNE TUNES
Registration Number:	4369184	LADY BUDS

CH $190.00 4565628

CORRESPONDENCE DATA

Fax Number: 9497200182

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.

Phone: 949-224-6263
Email: Trademark@Buchalter.com
Correspondent Name: Deena Hochmuth
Address Line 1: 18400 Von Karman Ave., Suite 800
Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	E4953-0012
NAME OF SUBMITTER:	Deena Hochmuth
SIGNATURE:	/Deena Hochmuth/

DATE SIGNED:	11/25/2014

Total Attachments: 5

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MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

November 21, 2014

PCS WIRELESS LLC, a New Jersey limited liability company ("***Debtor***), whose address is 11 Vreeland Road, Florham Park, NJ 07932 hereby acknowledges that it has granted to White Oak Asset Finance, LLC, as Administrative Agent, whose address is 3 Embarcadero Center, Suite 550, San Francisco, CA 94111 (the "***Secured Party***"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "***Trademarks***"), together with the goodwill of the business associated therewith; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference (the "***Patents***"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference (the "***Copyrights***"), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of November 21, 2014 (the "Agreement"), among, *inter alios*, the Debtor and the Secured Party as security for the Secured Obligations as set forth in the Agreement and the other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page follows]

TRADEMARK
REEL: 005408 FRAME: 0684

IN WITNESS WHEREOF, the undersigned has caused this Memorandum and Notice of Security Interest in Intellectual Property to be duly executed and delivered as of the date first above written.

DEBTOR:

PCS WIRELESS LLC,
a New Jersey limited liability company

By: Nash PCS LLC
Its: Manager

By: _____
Name: Chaim T. Nash
Title: Operating Manager

TRADEMARK
REEL: 005408 FRAME: 0685

EXHIBIT A
TRADEMARKS and TRADEMARK APPLICATIONS

No.	Owner	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
1	PCS Wireless LLC	POSH MOBILE	4,565,628	07/08/2014
2	PCS Wireless LLC	DUNE TUNES	4,355,604	06/18/2013
3	PCS Wireless LLC	LADY BUDS	4,366,101	07/09/2013
4	PCS Wireless LLC	TEK STAR	4,277,371	01/15/2013
5	PCS Wireless LLC	HANDCANDY	4,211,660	09/18/2012
6	PCS Wireless LLC	DUNE TUNES	4,361,908	07/02/2013
7	PCS Wireless LLC	LADY BUDS	4,369,184	07/16/2013

EXHIBIT B
PATENTS and PATENT APPLICATIONS

No.	Owner	Patent Description	Pat. No./ Serial No.	Issue Date/ File Date
1	PCS Wireless LLC	Decorative signal transducing apparatus	8,761,430	06/24/2014
2	PCS Wireless LLC	Decorative signal transducing necklace	D674773	01/22/2013
3	PCS Wireless LLC	Decorative signal transducing necklace	D674772	01/22/2013
4	PCS Wireless LLC	Decorative signal transducing necklace	D674771	01/22/2013
5	PCS Wireless LLC	Decorative signal transducing necklace	D674770	01/22/2013
6	PCS Wireless LLC	Decorative signal transducing necklace	D674769	01/22/2013
7	PCS Wireless LLC	Decorative signal transducing necklace	D674768	01/22/2013

EXHIBIT C
COPYRIGHTS and COPYRIGHT APPLICATIONS

None.

TRADEMARK
RECORDED: 11/25/2014 REEL: 005408 FRAME: 0688