

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM493879

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PCS WIRELESS LLC		10/11/2018	Limited Liability Company: NEW JERSEY
RECEIVING PARTY DATA			
Name:	WO ABL Domestic SPV, 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: 1			
Property Type	Number	Word Mark	
Registration Number:	4986728		
CORRESPONDENCE DATA			
Fax Number:	3128637806		
<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>			
Phone:	3128637198		
Email:	nancy.brougher@goldbergkohn.com		
Correspondent Name:	Nancy Brougher, Paralegal		
Address Line 1:	Goldberg Kohn Ltd.		
Address Line 2:	55 East Monroe, Suite 3300		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	7473.001		
NAME OF SUBMITTER:	Nancy Brougher		
SIGNATURE:	/njb/		
DATE SIGNED:	10/15/2018		
Total Attachments: 5			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

October 11, 2018

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 WO ABL Domestic SPV, 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 Amended and Restated Loan and Security Agreement dated as of October 11, 2018 (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]

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**

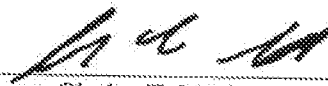
By: 
Name: Chaim T. Nash
Title: Manager

EXHIBIT A
TRADEMARKS and TRADEMARK APPLICATIONS

MARK	SERIAL NUMBER	STATUS	REGISTRATION NUMBER	REGIS. DATE	OWNER INFORMATION
Design only	86721032	Registered	4986728	6/28/16	PCS Wireless, LLC

Exhibit A

TRADEMARK
REEL: 006500 FRAME: 0922

EXHIBIT B
PATENTS and PARENT APPLICATIONS

PATENT	PATENT NUMBER	REGIS. DATE	OWNER INFORMATION
Decorative signal transducing necklace	D674773	1/22/13	PCS Wireless LLC

Exhibit B

TRADEMARK
REEL: 006500 FRAME: 0923

EXHIBIT C
COPYRIGHTS and COPYRIGHT APPLICATIONS

None.

Exhibit C