

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT3122695

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| PCS WIRELESS LLC | 11/21/2014 |
| 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 |
| PROPERTY NUMBERS Total: 7 | |
| Property Type | Number |
| Patent Number: | 8761430 |
| Patent Number: | D674733 |
| Patent Number: | D674772 |
| Patent Number: | D674771 |
| Patent Number: | D674770 |
| Patent Number: | D674769 |
| Patent Number: | D674768 |
| CORRESPONDENCE DATA | |
| Fax Number: | (949)720-0182 |
| <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> | |
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| ATTORNEY DOCKET NUMBER: | E4953-0012 |
| NAME OF SUBMITTER: | SANDRA P. THOMPSON |
| SIGNATURE: | /Sandra P. Thompson/ |
| 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]

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

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 A

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.