

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM319885

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Memorandum and Notice of Security Interest In Intellectual Property		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
RECELLULAR ACQUISITION, INC.		09/26/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Comerica Bank		
<b>Street Address:</b>	39200 Six Mile Rd., Mail Code 7578		
<b>City:</b>	Livonia		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	75234		
<b>Entity Type:</b>	National Documentation Services: UNITED STATES		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4034305	RECELLULARTOO	
<b>Registration Number:</b>	3290425	RECELLULAR	
<b>Registration Number:</b>	3401022	RECELLULAR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9497200182		
<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>Phone:</b>	949-224-6263		
<b>Email:</b>	Trademark@Buchalter.com		
<b>Correspondent Name:</b>	Deena Hochmuth		
<b>Address Line 1:</b>	18400 Von Karman Ave., Suite 800		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92612		
<b>ATTORNEY DOCKET NUMBER:</b>	I0113-0154		
<b>NAME OF SUBMITTER:</b>	Deena Hochmuth		
<b>SIGNATURE:</b>	/Deena Hochmuth/		
<b>DATE SIGNED:</b>	10/13/2014		
<b>Total Attachments: 3</b>			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

September 26, 2014

RECELLULAR ACQUISITION, INC., a Delaware corporation, whose address is 1507 LBJ Freeway, Suite 500, Farmers Branch, Texas 75234 ("Debtor") hereby acknowledges that it has granted to COMERICA BANK., as Agent, whose address is 39200 Six Mile Road, MC 7578, Livonia, Michigan 48152 (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 owned by Debtor (the "Trademarks"), together with any and all goodwill of the business, and any recovery from all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Security Agreement dated as of September 26, 2014, as amended from time to time (the "Agreement"), among Debtor and Secured Party, among others, as security for the Obligations as set forth in the Agreement and 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 to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

**RECELLULAR ACQUISITION, INC.,**  
a Delaware corporation


By:  \_\_\_\_\_  
Name: Brian Wing  
Title: Senior Vice President and Chief Financial Officer

EXHIBIT A  
TRADEMARKS

<b>Trademark</b>	<b>Serial No. / Reg. No.</b>	<b>File Date / Reg. Date</b>
RECELLULARTOO	85238958 4034305	2/10/2011 10/4/2011
RECELLULAR	3290425	9/11/2007
RECELLULAR	3401022	3/25/2008

Exhibit A

BN 17108943v1

**RECORDED: 10/13/2014**

**TRADEMARK**  
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