

BRIGHTPOINT INC  
Form DEF 14A  
March 30, 2011

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**United States  
Securities and Exchange Commission  
Washington, D.C. 20549  
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_\_)**

**Filed by the registrant**

**Filed by a party other than the registrant**

**Check the appropriate box:**

- Preliminary proxy statement**
- Confidential, for use of the Commission only  
(as permitted by Rule 14a-6(e) (2))**
- Definitive proxy statement**
- Definitive additional materials**
- Soliciting material pursuant to § 240.14a-12**

**Brightpoint, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, If Other Than Registrant)

Payment of filing fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined.)

(4) Proposed maximum aggregate value of transaction:

(5) Total Fee Paid:

Fee paid previously with preliminary materials:

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:



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March 30, 2011

Dear Shareholder:

You are cordially invited to attend the 2011 Annual Meeting of Shareholders of Brightpoint, Inc. ( Brightpoint ) that will be held on Tuesday, May 10, 2011, at 9:00 a.m. local time, at Brightpoint s corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278.

As permitted by rules adopted by the United States Securities and Exchange Commission, we are mailing to many of our shareholders a notice, instead of a paper copy, of this proxy statement and our 2010 Annual Report to Shareholders. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how each of those shareholders can receive a paper copy of our proxy materials, including this proxy statement, our 2010 Annual Report to Shareholders and a proxy card. We believe that this process will provide our shareholders with easier access to these proxy materials, reduce the costs of printing and distributing our proxy materials and conserve environmental resources.

At the annual meeting you will be asked to vote on proposals to: (1) elect as Class II directors the nominees specified in the accompanying proxy statement; (2) approve, by a non-binding advisory vote, a resolution approving the compensation paid by Brightpoint to its named executive officers; (3) recommend, by non-binding advisory vote, the frequency at which Brightpoint s shareholders will be asked to approve, by a non-binding advisory vote, the compensation paid by Brightpoint to its named executive officers; and (4) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011. In addition, you will be asked to act on such other business as may properly come before the annual meeting.

**Your board of directors believes that proposals 1, 2 and 4 are in the best interests of Brightpoint and its shareholders and that it is also in the best interests of Brightpoint and its shareholders that every year there occur a non-binding advisory vote to approve the compensation paid by Brightpoint to its named executive officers and, accordingly, unanimously recommends a vote FOR Proposals 1, 2 and 4 and recommends that you select 1 Year as the desired frequency for a non-binding shareholder advisory vote to approve the compensation that Brightpoint pays to its named executive officers.**

Enclosed is a notice of annual meeting and proxy statement containing detailed information concerning the foregoing proposals. Whether or not you plan to attend the annual meeting, we urge you to read this material carefully and encourage you to vote promptly. You may vote your shares via a toll-free telephone number or over the Internet. If you received a proxy card by mail, you may vote by signing, dating, and mailing the proxy card in the envelope provided. Instructions regarding all three methods of voting are contained on the proxy card.

Thank you and I look forward to seeing you at the meeting.

Sincerely yours,

Robert J. Laikin  
Chairman of the Board and  
Chief Executive Officer

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General Information

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
OF BRIGHTPOINT, INC.  
TO BE HELD ON MAY 10, 2011**

To the Shareholders of Brightpoint, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Brightpoint, Inc., an Indiana corporation, will be held on May 10, 2011, at 9:00 a.m. local time, at Brightpoint's corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278, to consider and vote upon the following matters, as explained more fully in the accompanying proxy statement:

1. a proposal to elect two Class II directors, each to hold office until Brightpoint's Annual Meeting of Shareholders to be held in 2014;
2. a proposal to approve, by non-binding advisory vote, a resolution approving the compensation paid by Brightpoint to its named executive officers;
3. a proposal to recommend, by non-binding advisory vote, the frequency at which Brightpoint's shareholders will be asked to approve, by non-binding advisory vote, a resolution approving the compensation paid by Brightpoint to its named executive officers;
4. a proposal to ratify the appointment of Ernst & Young LLP as Brightpoint's independent registered public accounting firm for the fiscal year ending December 31, 2011; and
5. any other matters properly brought before the annual meeting, including approval of any adjournment or postponement of the meeting.

A live webcast of the annual meeting can be accessed through the Investors section of Brightpoint's website at [www.brightpoint.com](http://www.brightpoint.com). A written report of the results of the annual meeting will be posted on Brightpoint's website following the annual meeting.

Only shareholders of record at the close of business on March 18, 2011 are entitled to notice of and to vote at the annual meeting and any adjournments or postponements thereof. You may vote your shares via a toll-free telephone number or over the Internet. If you received a proxy card by mail, you may vote by signing, dating, and mailing the proxy card in the envelope provided. Whether or not you attend the meeting, it is important that your shares be represented and voted.

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Your board of directors believes that the election of the nominees specified in the accompanying proxy statement as directors at the annual meeting is in the best interests of Brightpoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** such nominees. Your board of directors also believes that the approval by Brightpoint's shareholders, by non-binding advisory vote, of a resolution approving the compensation paid by Brightpoint to its named executive officers is in the best interests of Brightpoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** the approval of such resolution. Further, your board of directors believes that it is in the best interests of Brightpoint for the shareholders of Brightpoint to recommend, by a non-binding advisory vote, that shareholders provide a non-binding advisory vote on a resolution approving the compensation paid by Brightpoint to its named executive officers on an annual basis and unanimously recommends a vote for **1 Year** for the frequency of such vote. Finally, the board believes that the ratification of the appointment of Ernst & Young LLP as Brightpoint's independent registered public accounting firm is in the best interests of Brightpoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** such proposal.

By Order of the Board of Directors,

Craig M. Carpenter  
Executive Vice President, General Counsel and Secretary  
*Indianapolis, Indiana*  
*March 30, 2011*

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE ENSURE YOU TAKE THE TIME TO CAST YOUR VOTE.

YOU MAY VOTE BY SUBMITTING YOUR PROXY BY TELEPHONE, THE INTERNET OR MAIL. IF YOU ARE A REGISTERED SHAREHOLDER AND ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON. IF YOU HOLD YOUR SHARES THROUGH A BANK OR BROKER AND WANT TO VOTE YOUR SHARES IN PERSON AT THE MEETING, PLEASE CONTACT YOUR BANK OR BROKER TO OBTAIN A LEGAL PROXY.

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**BRIGHTPOINT, INC.**

**2011 PROXY STATEMENT**

**ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON MAY 10, 2011**

**GENERAL INFORMATION**

This proxy statement is furnished in connection with the solicitation of proxies by our board of directors for use at our annual meeting of shareholders to be held on May 10, 2011, at 9:00 a.m. local time, at Brightpoint's corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis Indiana 46278, including any adjournments or postponements thereof. At the annual meeting, Brightpoint shareholders will have the opportunity to consider and vote upon the proposals set forth in the accompanying notice to shareholders, including the following, each of which is discussed in further detail elsewhere in this proxy statement:

the election of two Class II directors to serve as such commencing immediately following the annual meeting and until the annual meeting of shareholders in 2014;

approval, by non-binding advisory vote, of a resolution approving the compensation paid by Brightpoint to its named executive officers;

recommend, by a non-binding advisory vote, the frequency at which Brightpoint's shareholders will be asked to approve, by non-binding advisory vote, a resolution approving the compensation paid by Brightpoint to its named executive officers;

ratification of the appointment of Ernst & Young LLP as Brightpoint's independent registered public accounting firm for the fiscal year ending December 31, 2011; and

any other matters properly brought before the annual meeting, including approval of any adjournment or postponement of the meeting

The board of directors of Brightpoint has unanimously approved each of the foregoing proposals and unanimously recommends that Brightpoint shareholders vote **FOR** proposals 1, 2 and 4 set forth above, and recommends that Brightpoint shareholders vote **1 YEAR** with regard to proposal 3, each as outlined elsewhere in this proxy statement.

A live webcast of the annual meeting can be accessed through the Investors section of Brightpoint's website at [www.brightpoint.com](http://www.brightpoint.com) and it is anticipated that our executive officers and certain directors will be present at the annual meeting.

Proxies in the accompanying form, duly executed and returned to Brightpoint's management and not revoked, will be voted at the annual meeting. Any proxy given by a shareholder may be revoked by the shareholder at any time prior to the voting of the proxy by a subsequently dated proxy, by written notification to Brightpoint's corporate secretary, or by personally withdrawing the proxy at the annual meeting and voting in person.

*Unless otherwise indicated, all references in this proxy statement to we, us, our, our company, or the company refer to Brightpoint, Inc. and its consolidated subsidiaries.*



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**AVAILABILITY OF PROXY STATEMENT AND QUESTIONS AND ANSWERS ABOUT THE PROPOSALS TO BE VOTED UPON AND THE VOTING PROCEDURES**

*Notice of Electronic Availability of Proxy Statement and Annual Report.* As permitted by rules adopted by the United States Securities and Exchange Commission (sometimes referred to as the SEC), Brightpoint is making this proxy statement and its annual report available to its shareholders electronically via the Internet. On March 30, 2011, we mailed to our shareholders a notice containing instructions on how to access this proxy statement and our annual report and vote online. If you received a notice by mail, you will not receive a printed copy of the proxy materials in the mail. The notice instructs you on how to access and review all of the important information contained in the proxy statement and annual report. The notice also instructs you on how you may submit your proxy over the Internet. If you received a notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the notice.

**Q. What am I voting on?**

A. You are being asked to vote on four proposals at this year's annual meeting:

**Proposal 1** to elect two Class II directors (Richard W. Roedel, and John F. Levy) to serve as such commencing immediately following our May 2011 annual meeting and until our annual meeting of shareholders in 2014;

**Proposal 2** to approve, by non-binding advisory vote, a resolution approving the compensation paid by Brightpoint to its named executive officers;

**Proposal 3** to recommend, by non-binding advisory vote, the frequency at which Brightpoint's shareholders of Brightpoint will be asked to approve, by a non-binding advisory vote, a resolution approving the compensation paid by Brightpoint to its named executive officers; and

**Proposal 4** to ratify the appointment of Ernst & Young LLP as Brightpoint's independent registered public accounting firm for the fiscal year ending December 31, 2011;

In addition, you may be asked to consider and vote upon other matters that may properly come before the annual meeting, including approval of any adjournment or postponement of the meeting.

**Q. Who is entitled to vote at the annual meeting?**

A. Shareholders of record as of the close of business on March 18, 2011, the record date, are entitled to vote on each of the proposals at the annual meeting. Each shareholder is entitled to one vote per each share of our common stock held by such shareholder on the record date with respect to each proposal.

**Q. How do I vote?**

A. Shareholders can vote in person at the annual meeting or by proxy. There are three ways to vote by proxy:

By Telephone You can vote by telephone by calling 1-800-690-6903 and following the instructions on the notice or the printed proxy card;

By Internet You can vote over the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions on the notice or the printed proxy card; or

By Mail If you received your proxy materials by mail, you can vote by mail by signing, dating, and mailing the enclosed proxy card.

Telephone and Internet voting facilities for shareholders of record will be available 24 hours a day and will close at 11:59 p.m. (EDT) on May 9, 2011.

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If your shares are held in the name of a bank, broker, or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Telephone and Internet voting also will be offered to shareholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the annual meeting, you should contact your broker or agent to obtain a legal proxy or broker's proxy card and bring it to the annual meeting in order to vote.

### **Q. How may I revoke or change my vote?**

- A. You have the right to revoke your proxy any time before the meeting by: (a) notifying Brightpoint's corporate secretary of your revocation; or (b) returning a later-dated proxy. The last vote received chronologically will supersede any prior vote. You may also revoke your proxy by voting in person at the annual meeting. Attendance at the meeting, without voting at the meeting, will not in and of itself serve as a revocation of your proxy.

### **Q. What does it mean if I receive more than one notice or set of proxy materials?**

- A. It may mean that you are the registered holder of shares in more than one account. You may call our transfer agent, American Stock Transfer & Trust Company, at 1-800-937-5449, if you have any questions regarding the share information or your address appearing on the notice or proxy materials.

### **Q. What is Householding?**

- A. The SEC's Householding rule affects the delivery of our annual disclosure documents (such as annual reports, proxy statements, notices of internet availability of proxy materials and other information statements) to shareholders. Under this rule, we are allowed to deliver a single set of our annual report and proxy statement to multiple shareholders at a shared address or household, unless a shareholder at that shared address delivers contrary instructions to us through our transfer agent, American Stock Transfer & Trust Company. Each shareholder will continue to receive a separate proxy card or voting instruction card even when a single set of materials is sent to a shared address under the Householding rule. The Householding rule is designed to reduce the expense of sending multiple disclosure documents to the same address.

If you are a registered shareholder and you want to request a separate copy of this proxy statement or accompanying annual report, you may send a request to Brightpoint, Inc. at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278, Attention: Investor Relations and a copy will be promptly sent to you. If you wish to receive separate documents in future mailings, please contact our transfer agent, American Stock Transfer & Trust. Our 2010 annual report and this proxy statement are also available through our website at [www.brightpoint.com](http://www.brightpoint.com).

Two or more shareholders sharing an address can request delivery of a single copy of annual disclosure documents if they are receiving multiple copies by contacting American Stock Transfer & Trust in the manner set forth above.

### **Q. Who will count the votes?**

- A. It is expected that a vice president of Brightpoint will tabulate the votes and act as the inspector of election.

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**Q. What constitutes a quorum?**

A. A majority of the outstanding shares, present or represented by proxy, of Brightpoint's common stock will constitute a quorum for the annual meeting. As of the record date, there were 68,194,235 shares of Brightpoint common stock, \$.01 par value per share, issued and outstanding.

**Q. How many votes are needed for Proposal 1 the election of the two Class II directors?**

A. Assuming a quorum is present, the two Class II directors will be elected by a plurality of the votes cast at the annual meeting, meaning the two nominees receiving the highest number of votes will be elected as directors. Only votes cast for a nominee will be counted, except that a properly executed proxy that does not specify a vote with respect to the nominees will be voted for the two nominees whose names are printed on the proxy card (Richard W. Roedel and John F. Levy). Since the vote on this proposal is determined by a plurality of the votes cast, neither abstentions, nor broker non-votes (as described below), will have any effect on the election of directors

**Q. How many votes are needed for Proposal 2 the approval by non-binding vote of a resolution approving the compensation paid by Brightpoint to its named executive officers?**

A. Assuming a quorum is present, the affirmative vote of the holders of a majority of the shares of Brightpoint common stock represented at the annual meeting, either in person or by proxy, and entitled to vote at the annual meeting is required for Proposal 2 to pass. As described below, for this proposal, abstentions and broker-non votes will have the same effect as a vote against the proposal.

**Q. How many votes are needed for Proposal 3 the recommendation, by non-binding advisory vote, of the frequency at which the shareholders of Brightpoint should be asked to approve, by a non-binding advisory vote, a resolution approving the compensation paid by Brightpoint to its named executive officers?**

A. Assuming a quorum is present, Proposal 3 will be decided by a plurality of the votes cast at the annual meeting, meaning the choice of frequency that receives the highest number of votes will be considered the advisory vote of Brightpoint's shareholders. Since the vote on this proposal is determined by a plurality of the votes cast, neither abstentions nor broker non-votes (as described below) will have any effect on determining the shareholders' recommendation with respect to the selection of the frequency of executive compensation approval votes.

**Q. How many votes are needed to approve Proposal 4 the ratification of the appointment of Ernst & Young LLP as Brightpoint's independent registered public accounting firm for the fiscal year ending December 31, 2011?**

A. Assuming a quorum is present, the affirmative vote of the holders of a majority of the shares of Brightpoint common stock represented at the annual meeting, either in person or by proxy, and entitled to vote at the annual meeting is required for Proposal 4 to pass. As described below, for this proposal, abstentions and broker-non votes will have the same effect as a vote against the proposal.

**Q. What happens if I abstain from voting?**

A.

If an executed proxy card is returned and the shareholder has explicitly abstained from voting on any proposal, the shares represented by the proxy will be considered present at the annual meeting for the purpose of determining a quorum. In addition, while they will not count as votes cast in favor of the proposal, they will count as votes cast on the proposal. As a result, other than with respect to Proposals 1 and 3, which will be determined by a plurality of the votes cast, an abstention on a proposal will have the same effect as a vote against the proposal.

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**Q. What is a broker non-vote ?**

A. A broker non-vote occurs when a broker submits a proxy that does not indicate a vote for one or more of the proposals because the broker has not received instructions from the beneficial owner on how to vote on such proposals and does not have discretionary authority to vote in the absence of instructions. While broker non-votes will be counted for the purposes of determining whether a quorum exists at the annual meeting, they will not be considered to have voted on any of the proposals on which such instructions have been withheld. In the case of those proposals requiring a majority vote in favor of the proposal, they will have the same effect as a vote against the proposal.

**Q. Who bears the cost of soliciting of proxies?**

A. The entire cost of soliciting proxies, including the costs of preparing, assembling, printing and mailing the notice and, as applicable, this proxy statement, the proxy and any additional soliciting material furnished to shareholders, will be borne by us. We have engaged Innisfree M&A Incorporated to assist in the distribution and solicitation of proxies. In addition to the estimated proxy solicitation cost of \$10,000 plus reasonable out-of-pocket expenses for this service, arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy materials to the beneficial owners of stock, and we may reimburse such persons for their expenses.

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**PROPOSAL 1:  
TO ELECT TWO CLASS II DIRECTORS**

**General**

Our by-laws provide that our board of directors be divided into three classes (Class I, Class II and Class III). At each annual meeting of shareholders, directors constituting one class are elected for a three-year term. At this year's annual meeting, two Class II directors will be elected to hold office for a term expiring at the annual meeting of shareholders to be held in 2014. Based upon the review of and recommendation by our board's corporate governance and nominating committee, the board has nominated Richard W. Roedel, and John F. Levy to serve as Class II directors.

In July 2010, James W.P. Reid-Anderson was appointed to the board as a Class II Director to fill a vacancy in that class. In September 2010, Mr. Reid-Anderson resigned from the board of directors in connection with his appointment as Chairman, President and Chief Executive Officer of Six Flags Entertainment Corporation. John F. Levy was approved as a director and joined the board of directors in September 2010 and his background and qualifications are discussed below. Marisa E. Pratt will not be standing for re-election to our board.

Each of the directors will be elected to serve during his term until a successor is elected and qualified or until the director's earlier resignation or removal.

At this year's annual meeting, the proxies granted by shareholders will be voted individually for the election, as directors of Brightpoint, of the persons listed below, unless a proxy specifies that it is not to be voted in favor of a nominee for director. Your broker is not permitted to vote on your behalf with respect to the election of the directors unless you affirmatively provide your broker with instructions as to how you wish to vote your shares. You may not vote your proxy for the election of a person to fill a directorship for which no nominee is named in this proxy statement. If, at the time of the annual meeting, any of the nominees named in the enclosed proxy should be unable or decline to serve as a director, the proxies are authorized to be voted for such substitute nominee or nominees as the board recommends. The board has no reason to believe that any nominee will be unable or decline to serve as a director.

**Recommendation of our Board of Directors**

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF THE NOMINEES SPECIFIED BELOW.**

**Table of Contents****Nominees to be Elected as Class II Directors at This Year's Annual Meeting**

The following table sets forth for each nominee, his age, a brief description of his principal occupation and business experience during the past several years, certain other directorships held and how long he has been a director of Brightpoint. None of the nominees is employed by Brightpoint or any entity that is an affiliate of Brightpoint:

**Nominees for Class II Directors**

(Term expires in 2014)

<b>Name</b>	<b>Age</b>	<b>Principal occupation and other information</b>
Richard W. Roedel	61	<i>Mr. Roedel</i> has served as a member of our board of directors and as chairman of our audit committee since October 2002 and currently serves as a member of our corporate governance and nominating committee. Mr. Roedel is a director and chairman of the Audit Committee of Sealy Corporation and, Lorillard, Inc., where he also serves as lead independent director. Mr. Roedel is a director and member of the Audit Committee of IHS Inc., Six Flags Entertainment Corporation and Luna Innovations Incorporated, where he also serves as non-executive chairman. Mr. Roedel serves as a director of Broadview Networks Holdings, Inc., a private company. He is also a director of the Association of Audit Committee Members, Inc., a non-profit organization. Mr. Roedel was a director and chairman of the Audit Committee of Dade Behring Holdings, Inc. from October 2002 until November 2007 when Dade was acquired by Siemens AG. Mr. Roedel served in various capacities while with Take-Two Interactive Software, Inc. from November 2002 to June 2005, including as its chairman and chief executive officer. From 1999 to 2000, Mr. Roedel was chairman and chief executive officer of the accounting firm BDO Seidman LLP, the United States member firm of BDO International. Before becoming chairman and chief executive officer, he was the managing partner of BDO Seidman's New York metropolitan area from 1994 to 1999, the managing partner of its Chicago office from 1990 to 1994 and an audit partner from 1985 to 1990. Mr. Roedel is a certified public accountant.
John F. Levy	55	<i>Mr. Levy</i> has served as a member of our board of directors since September 2010 and is a member of our compensation and human resources committee. Since May 2005, Mr. Levy is Chief Executive Officer and principal consultant for Board Advisory, a consulting firm that advises public companies, or companies aspiring to be public, in the areas of corporate governance, corporate compliance, ethics, financial reporting and financial strategies. From November 2005 to March 2006, Mr. Levy served as Interim Chief Financial Officer of Universal Food & Beverage Company, which filed a voluntary petition under the provisions of Chapter 11 of the United States Bankruptcy Act on August 31, 2007. From November 1997 to May 2005, Mr. Levy served as Chief Financial Officer of MediaBay, Inc.; Mr. Levy also served for a period as MediaBay's Vice Chairman. From March 2006 through April 2010, Mr. Levy was a director and Chairman of the audit committee of Take-Two Interactive Software, Inc. and from November 2008 through June 2010, Mr. Levy was a director of Applied Natural Gas Fuels, Inc. (formerly PNG Ventures, Inc.). Mr. Levy currently serves as non-executive Chairman of the Board of Directors of Applied Minerals Inc., is a member of the Board of Directors and Lead Director for Gilman Ciocia, Inc. and is a member of the Board of Directors of Applied Energetics, Inc.



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**Class III Directors**  
(Term expires in 2012)

<b>Name of director</b>	<b>Age</b>	<b>Principal occupation and other information</b>
Gov. Thomas J. Ridge	65	<i>Governor Ridge</i> has served as a member of our board of directors since September 2009 and is a member of our strategy committee. Governor Ridge is President and Chief Executive Officer of Ridge Global, LLC, Washington, D.C., a global strategic consulting company. He has held that position since July 2006. From April 2005 to July 2006, he was President and Chief Executive Officer of Thomas Ridge LLC. From October 2001 to February 2005, Governor Ridge was Secretary of the U.S. Department of Homeland Security. Prior to his service as Secretary of Homeland Security, he was Governor of Pennsylvania from 1995 to 2001. Governor Ridge has been a director of Exelon Corporation since May 2005, a director of Vonage since August 2005 and a director of The Hershey Company since September 2009. He served as a director of Home Depot, Inc. from May 2005 to May 2007.
Jerre L. Stead	68	<i>Mr. Stead</i> has served as a member of our board of directors since June 2000 and currently serves as our lead independent director. Mr. Stead is a member of our compensation and human resources committee and chairman of our corporate governance and nominating committee. Mr. Stead has been Chairman of IHS Inc. since December 2000 and its Chief Executive Officer since September 2006. From August 1996 to June 2000, Mr. Stead served as Chairman of the Board and Chief Executive Officer of Ingram Micro Inc., a worldwide distributor of information technology products and services. Mr. Stead served as Chairman, President and Chief Executive Officer of Legent Corporation, a software development company from January 1995 until its sale in September 1995. From 1993 through 1994, Mr. Stead was Executive Vice President of American Telephone and Telegraph Company, a telecommunications company, and Chairman and Chief Executive Officer of AT&T Global Information Solutions, a computer and communications company, formerly NCR Corp. Mr. Stead was President of AT&T Global Business Communications Systems, a communications company, from 1991 to 1993. Mr. Stead was Chairman, President and Chief Executive Officer from 1989 to 1991 and president from 1987 to 1989 of Square D Company, an industrial control and electrical distribution products company. In addition, he held numerous positions during a 21-year career at Honeywell. Mr. Stead is currently a Director of Conexant Systems, Inc. and Mindspeed Technologies, Inc.
Kari-Pekka Wilska	63	<i>Mr. Wilska</i> has served as a member of our board of directors since November 2005 and is chairperson of our strategy committee. Since June 2009, Mr. Wilska has been an operating partner with BlueRun Ventures, a venture capital fund. Mr. Wilska served in a variety of leadership positions in Nokia's U.S. mobile phone operations from 1993 to 2004, including as President of Nokia, Inc. (Nokia Americas) from 1999 to December 2004 and as President of Vertu Ltd., a subsidiary of Nokia, Inc. From November 2004 until December 2005, Mr. Wilska served as a director of Zarlink Semiconductor Inc., and from December 2005 until it was merged with LSI Corporation, Mr. Wilska served as a director of Agere Systems, a global leader in semiconductors and software solutions for storage, mobility and networking markets. From June 2004 until its merger with American Tower Corporation in August 2005, Mr. Wilska served as a director of SpectraSite, Inc. Mr. Wilska also

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serves on the boards of directors of BlackSand Inc., Mavenir Systems Inc., and Wispry Inc.

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**Class I Directors**  
(Term to expire in 2013)

<b>Name of director</b>	<b>Age</b>	<b>Principal occupation and other information</b>
Eliza Hermann	49	<p><i>Ms. Hermann</i> has been a member of our board of directors since January 2003, and is currently chairperson of our compensation and human resources committee and a member of our corporate governance and nominating committee. She also serves as a Non-Executive Director on the board of the National Health Service for Hertfordshire in the UK, where she is chairperson of the Finance and Performance Committee, and she holds a Crown appointment as an independent Civil Service Commissioner. She was formerly employed by BP plc from 1985-2008 where she served most recently as Vice President Human Resources at global headquarters for 7 years, and was previously part of the business leadership in the oil and gas exploration and production division for over 10 years. She has particular experience in developing and implementing business strategy, emerging market entry, mergers and acquisitions including pre deal due diligence and post deal integration, and in all aspects of human resources. Throughout her career she has focused on international business, having led projects in over 20 countries in Asia, Europe, the Middle East, the countries of the former Soviet Union, and in North and South America. She was instrumental in the establishment of several Joint Ventures in Russia and Central Asia, and during the late 1990 s she was integrally involved in the merger of British Petroleum and Amoco Corporation, participating in the organization design and cultural integration of the two companies.</p>
Robert J. Laikin	47	<p><i>Mr. Laikin</i>, founder of Brightpoint, has served as a member of our board of directors since its inception in August 1989 and serves on its strategy committee. Mr. Laikin has been Chairman of the Board and Chief Executive Officer of Brightpoint since January 1994. Mr. Laikin was President of Brightpoint from June 1992 until September 1996 and Vice President and Treasurer of Brightpoint from August 1989 until May 1992. From July 1986 to December 1987, Mr. Laikin was Vice President and, from January 1988 to February 1993, President of Century Cellular Network, Inc., a company engaged in the retail sale of cellular telephones and accessories.</p>
Cynthia L. Lucchese	50	<p><i>Ms. Lucchese</i> has been a member of our board of directors since August 2009 and is a member of our audit committee. Ms. Lucchese was elected Senior Vice President and Chief Financial Officer of Hillenbrand effective February 2008. From 2005 to 2007, she served as Senior Vice President and Chief Financial Officer for Thoratec Corporation. Prior to that, she worked 10 years for Guidant Corporation, now a part of Boston Scientific Corporation, in a variety of senior finance roles, including Vice President and Treasurer, Corporate Controller and Chief Accounting Officer, and Vice President of Finance and Administration of the Guidant Sales Corporation. Ms. Lucchese also serves on the Audit Committee of the Indiana Sports Corporation, a not-for-profit entity.</p>

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**Directors Qualifications**

In furtherance of our corporate governance principles, each of our directors brings unique qualities and qualifications to the company's board. We believe that all of our director nominees and directors have a reputation for honesty, integrity, and adherence to high ethical standards. They each have demonstrated business acumen, leadership and an ability to exercise sound judgment, as well as a commitment to serve Brightpoint and our board. The following descriptions demonstrate the qualifications of each director:

**Class II Directors:**

**Richard W. Roedel:**

*Mr. Roedel's* combination of decades of experience in public accounting and his status as a leading authority on issues facing audit committees enhances our audit committee's ability to effectively carry out its functions. His leadership of the audit committee provides the board with a well seasoned financial expert that is capable of providing the requisite oversight of the company's financial processes including assessment of the overall internal control function. Mr. Roedel has been determined to be an audit committee financial expert as defined under Item 407(d) (5) (ii) of Regulation S-K of the SEC.

**John F. Levy:**

*Mr. Levy* brings to the board expertise in corporate governance and compliance matters along with extensive experience gained from numerous senior executive positions with public companies. Further, Mr. Levy's service on the boards of directors of public companies in a variety of industries also allows him to bring a diverse blend of experiences to our board.

**Class III Directors:**

**Gov. Thomas J. Ridge:**

*Governor Ridge* has been a recognized leader in both government and industry and this allows him to bring a unique set of leadership qualities to our board as it helps guide the company through risk management assessment, global strategic issues, supply chain safety, and corporate security in an increasingly complex business environment.

**Jerre L. Stead:**

*Mr. Stead* brings to the board his many years of experience as a corporate leader for information technology and communications companies, which allows the board to better oversee the company's growth efforts in the fast paced wireless industry. Mr. Stead serves as our lead independent director and takes an active role in many vital areas of board oversight. He is able to provide this valuable service to the company as a result of his service on numerous boards of directors and having served as the CEO of Fortune 500 companies.

**Kari-Pekka Wilska:**

*Mr. Wilska's* leadership experience with Nokia provides us with a strong industry perspective to the board as it analyzes paths to further strengthen the company. Mr. Wilska has numerous contacts with handset manufacturers and wireless network operators on an international basis. Coupled with his technical background and international business experience, Mr. Wilska is uniquely qualified to provide strategic oversight to the company.

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**Class I Directors:**

**Eliza Hermann:**

*Ms. Hermann* s extensive international business experience, her experience of successfully integrating the cultures of two diverse global companies and her years of leadership in human resources, including executive compensation and succession planning, have strengthened the company s efforts to capitalize on multinational expansion opportunities as well as bringing appropriate board oversight to the company s compensation and people processes.

**Robert J. Laikin:**

*Mr. Laikin* brings his very close relationships with numerous senior executives at wireless equipment manufacturers and wireless network operators, as well as other leaders in the wireless industry. These relationships have been forged through over twenty years of Mr. Laikin s wireless industry leadership experience. Mr. Laikin possesses unrivaled qualifications in managing an organization devoted to the wireless industry supply chain.

**Cynthia L. Lucchese:**

*Ms. Lucchese* brings to the board her strong experience in financial strategy within the context of complex multinational corporations. She is a certified public accountant with extensive experience in accounting and has robust practical experience from serving as the chief financial officer of a public company. Ms. Lucchese has also been determined to be an audit committee financial expert as defined under Item 407(d) (5) (ii) of Regulation S-K of the SEC.

**Meetings of the Board of Directors**

During the fiscal year ended December 31, 2010, our board of directors held six meetings and took action five times by unanimous consent in lieu of a meeting. During 2010, each member of the board participated in at least 75% of all board and applicable committee meetings held during the period in which he or she was a director. The board of directors and each of its committees met regularly in executive sessions. Our board of directors is generally not required to attend our annual meeting of shareholders. Seven of the members of our board attended our 2010 annual meeting in person.

**Board Committees**

Our board of directors maintains an audit committee, a corporate governance and nominating committee, a compensation and human resources committee and a strategy committee. Each of these committees, except for the strategy committee, is comprised solely of persons who meet the definition of an independent director under our governance principles and NASDAQ Marketplace Rules. Each of these committees has adopted a charter, and each of these charters is available on our website [www.brightpoint.com](http://www.brightpoint.com).

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The functions of each of the board committees are described below:

***Corporate Governance and Nominating Committee***

The corporate governance and nominating committee is responsible for developing and reviewing the effectiveness of our corporate governance guidelines, recommending appropriate board and board committee structures and membership, establishing procedures for the director nomination process and recommending nominees for election to the board. In 2010, the corporate governance and nominating committee met four times and took action one time by unanimous written consent in lieu of a meeting. The corporate governance and nominating committee considers qualified nominees for election to our board of directors, including those recommended by shareholders following the procedures set forth in this proxy statement under the section entitled Shareholder Proposals for Next Annual Meeting, based on the criteria and standards set forth below under the section entitled Director Selection Process. In addition, the members of this committee are responsible for analyzing and approving the compensation for our directors. The current members of the corporate governance and nominating committee are:

Jerre L. Stead, Chair;

Eliza Hermann; and

Richard W. Roedel.

***Audit Committee***

The audit committee has the responsibility to oversee the integrity of the company's financial statements and the related system of internal controls, the internal audit function, the selection and performance of our independent registered public accountants and compliance with the company's code of business conduct and ethics and applicable legal and regulatory requirements. During 2010, the audit committee held ten meetings and took action one time by unanimous consent in lieu of a meeting. The current members of the audit committee are:

Richard W. Roedel, Chair,

Cynthia L. Lucchese; and

Marisa E. Pratt

None of the members of the audit committee are employees of Brightpoint and each meets the independence requirements under our governance principles and NASDAQ Marketplace Rules and financial literacy requirements under NASDAQ Marketplace Rules. In addition, our board of directors has determined that Mr. Roedel, Ms. Lucchese and Ms. Pratt are audit committee financial experts as defined under Item 407(d) (5) (ii) of Regulation S-K of the SEC.

***Compensation and Human Resources Committee***

The compensation and human resources committee has responsibility for approving our compensation policies and for reviewing and recommending for approval by our board of directors all elements of compensation for our officers and other highly compensated members of management. The committee provides oversight of the administration of our compensation program. The committee also provides oversight of the administration of the issuance of securities under our equity-based compensation plans and cash incentive and deferred compensation plans for our executives. The compensation and human resources committee also has responsibility for reviewing the supplementary benefits paid to our executive officers as well as retirement and other benefits and any special compensation. In addition, the committee reviews and recommends for approval by our board executive employment agreements, severance agreements and change of control provisions for our Chief Executive Officer and other senior executives. The committee also directs the succession planning process for our Chief Executive Officer and other senior executives. The committee provides oversight of our global diversity activities and reviews its charter and evaluates its performance as a committee on an annual basis.

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The compensation and human resources committee met seven times in 2010 and took action two times by unanimous consent in lieu of a meeting. The committee has direct access to independent legal counsel and independent compensation consultants for survey data and other information as it deems appropriate, and it utilized these independent counsel and consultants from time to time during the year.

The current members of the compensation and human resources committee are:

Eliza Hermann, Chair;

Jerre L. Stead; and

John F. Levy

***Strategy Committee***

The strategy committee has responsibility for the oversight of our strategic plan. The committee works to maintain a cooperative, interactive strategic planning process with the company's executive management and works to identify and set strategic goals and expectations. The committee also reviews potential acquisitions, joint ventures, and strategic alliances. The strategy committee met five times in 2010.

The current members of the Strategy Committee are:

K.P. Wilska, Chair;

Gov. Thomas J. Ridge; and

Robert J. Laikin

**Director Selection Process**

The qualities and skills sought in prospective members of the board are determined by the corporate governance and nominating committee. The corporate governance and nominating committee requires that director candidates be qualified individuals who, if added to our board, would provide the mix of director characteristics and diverse experiences, perspectives and skills appropriate for us. The criteria for selection of candidates will include, but not be limited to: (i) business and financial acumen, as determined by the corporate governance and nominating committee in its discretion, (ii) relevant education or training, (iii) a commitment to business ethics and the Brightpoint Values, (iv) tenure and breadth of experience in a significant leadership capacity, as well as a proven record of accomplishment and ability to work with others, (v) knowledge of our industry, (vi) relevant experience and knowledge of corporate governance practices, and (vii) expertise in an area relevant to our company. The corporate governance and nominating committee also seeks candidates who could create a diverse mix of industry expertises, functional and positional experiences and who have held leadership positions in both private industry and government. Any prospective director nominee must be independent under NASDAQ Marketplace Rules and our corporate governance principles. Such nominees should not have commitments that would conflict with the time commitments of being our director. Such nominees shall be of high repute and recognized integrity and not have been convicted in a criminal proceeding or be named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses). Such nominees shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall not be subject to any court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity. Such nominees shall have other characteristics considered appropriate for membership on our board of directors, as determined by our corporate governance and nominating committee.

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The corporate governance and nominating committee will consider candidates for director nominees put forward by shareholders. The proposal should state how the proposed candidate meets the criteria described above and the shareholder must comply with the other requirements set forth in the section in this proxy statement entitled

Shareholder Proposals for Next Annual Meeting. The corporate governance and nominating committee will consider candidates proposed by shareholders by evaluating such candidates in the same manner and using the criteria described above. The corporate governance and nominating committee will also adhere to all applicable laws and regulations.

**Director Compensation**

*General*

Our corporate governance and nominating committee is responsible for approving and recommending to our board of directors, our directors' compensation. Each year, the corporate governance and nominating committee initiates discussions with respect to directors' compensation for the following year at its August committee meeting. At this meeting, the committee typically reviews director compensation surveys from off-the-shelf sources such as the NACD or Corporate Board Member magazine and commences discussions regarding any philosophical shifts or external trends in the marketplace. Thereafter, more data is compiled and reviewed by the members of the committee. Then, at its November meeting, the corporate governance and nominating committee discusses all the data collected and prepares its recommendation to the board. The committee's general philosophy is one of not wanting to change director compensation each year.

*2010 Director Compensation*

On December 20, 2007, our board of directors, upon the recommendation of the corporate governance and nominating committee, approved the compensation plan for our independent directors for 2008, 2009 and 2010. The board's independent director compensation for those years was paid entirely in cash as opposed to a combination of cash and equity. Each independent director, except for the lead independent director, received an annual cash retainer of \$120,000. In addition, the chairs of the audit, compensation and human resources, strategy, and corporate governance and nominating committees received additional annual fees of \$80,000, \$30,000, \$10,000, and \$30,000, respectively. The lead independent director received an annual cash retainer of \$250,000, but was not eligible to receive any additional compensation for board service, including for serving as chair of a committee.

On November 9, 2010, our board of directors, upon the recommendation of the corporate governance and nominating committee, approved the compensation plan for our independent directors for 2011 and 2012. The board's independent director compensation for those years will be paid entirely in cash as opposed to a combination of cash and equity. Each independent director, except for the lead independent director, will receive an annual cash retainer of \$135,000. In addition, the chairs of the audit, compensation and human resources, corporate governance and nominating and strategy committees will receive additional annual fees of \$80,000, \$30,000, \$30,000 and \$10,000, respectively. The lead independent director will receive an annual cash retainer of \$250,000, but will not be eligible to receive any additional compensation for board service, including for serving as chair of a committee.



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The following table sets forth information concerning the compensation of our directors except for Robert J. Laikin, our chief executive officer and chairman of our board of directors, during our fiscal year ended December 31, 2010:

<b>Name</b>	<b>Fees earned or paid in cash</b>	<b>Total</b>
Jerre L. Stead	\$250,000	\$250,000
Eliza Hermann	\$ 150,000	\$ 150,000
Richard W. Roedel	\$200,000	\$200,000
Kari-Pekka Wilska	\$ 130,000	\$ 130,000
Marisa E. Pratt	\$ 120,000	\$ 120,000
Gov. Thomas J. Ridge	\$ 120,000	\$ 120,000
Cynthia L. Lucchese	\$ 120,000	\$ 120,000
John F. Levy (1)	\$ 30,000	\$ 30,000
James W.P. Reid-Anderson (2)	\$ 30,000	\$ 30,000

(1) Mr. Levy joined the board of directors in September 2010.

(2) Mr. Reid-Anderson joined the board of directors in June 2010 and resigned in September 2010 in connection with his appointment as Chairman, President and Chief Executive Officer of Six Flags Entertainment Corporation.

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### **Corporate Governance**

#### ***Corporate Governance Principles***

The board of directors of Brightpoint has adopted a set of corporate governance principles which are consistent with the board's responsibility for management oversight. These governance principles are designed to strengthen our company and protect the interests of Brightpoint shareholders while helping to ensure the continued vitality of the board. Copies of these governance principles may be accessed at our website [www.brightpoint.com](http://www.brightpoint.com).

Highlights of the corporate governance principles adopted by the board include:

requiring that the board consist of a majority of independent directors and adopting a definition of independent director that is designed to help ensure that persons who serve as independent directors are truly independent;

appointing a lead independent director to act as a liaison between the board and management;

limiting the compensation that can be paid by Brightpoint to the members of the board to only compensation relating to their board or board committee service;

requiring the chairperson of the audit committee to be a financial expert ;

prohibiting independent directors or their family members from conducting business with Brightpoint;

establishing director compensation practices intended to align more closely the interest of the independent directors with Brightpoint's shareholders; and

encouraging the independent directors to meet in executive session.

#### ***Director Stock Ownership Policy***

Our board, rather than requiring that any portion of annual board compensation be paid in equity, instead has adopted an independent director share ownership policy, which requires that directors shall beneficially own shares of our common stock with a market value of at least one and one-half (1.5) times the annual cash retainer. Each director must achieve these requirements within five years of the February 2009 adoption of this policy.

#### ***Director Independence***

The board has determined that all of our current directors, with the exception of Mr. Laikin (our Chairman and Chief Executive Officer), meet the independence requirements set forth in our corporate governance principles and NASDAQ Marketplace Rules. In making determinations regarding a director's independence, the board considers all relevant facts and circumstances, including the director's commercial, banking, consulting, legal, accounting, charitable and familial relationships and such other criteria as the board may determine from time to time.

#### ***Combination of Board Chairperson and Chief Executive Officer***

At the present time the board believes that combining the positions of Chairperson and Chief Executive Officer is more beneficial than separating the positions because it allows for a more unified vision and corporate leadership. The board further believes that the company's ongoing commitment to good governance practices, its strong focus on an independent board of directors, the frequent use of executive sessions at board meetings and for all board committees, and the robust role the company requires of its lead independent director all mitigate the potential negative aspects of combining the Chairperson and Chief Executive Officer positions.

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***Risk Oversight***

The company's risk mitigation strategy begins with a regular review of financial and broader, enterprise-level, strategic risks by our executive management team. The executive management team then prioritizes the risks and reports to the audit committee, which is charged with oversight of the company's enterprise risk management process. The audit committee, along with the other board committees and the full board, develops and continuously refines plans to mitigate both financial and strategic risks. The full board regularly conducts discussions about the most significant risks that may impact the company. The independent composition of the board and the depth and breadth of experience of the board members create both a structure and the capacity to effectively manage risk.

**Shareholder Communications with Directors**

Our board of directors, through its corporate governance and nominating committee, has established a process for shareholders to send communications to the board. You may communicate with the board, individually or as a group, by writing to: The Board of Directors of Brightpoint, Inc. c/o Corporate Secretary, 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278 or via e-mail: [board.directors@brightpoint.com](mailto:board.directors@brightpoint.com). You should identify your e-mail or other communication as being from a Brightpoint shareholder in the subject line of such communication. The corporate secretary may require reasonable evidence that your communication or other submission is made by a Brightpoint shareholder before transmitting your communication to the board of directors.

**Table of Contents****MANAGEMENT OF BRIGHTPOINT****Management Table**

Our board of directors elects executive officers annually, following our annual meeting of shareholders, to serve until the meeting of the board following the next annual meeting of our shareholders. The following management table sets forth the name of each executive officer as of the record date (all of which, except for Craig Carpenter and Larry Paulson, also served as such as of December 31, 2010) and the principal positions and offices held with Brightpoint. The table also sets forth the current directors of Brightpoint. See the section entitled Proposal 1 above for additional information relating to each of the directors listed below:

<b>Name</b>	<b>Age</b>	<b>Position(s)</b>
Robert J. Laikin (6)	47	Chairman of the Board, Chief Executive Officer and Class I Director
Anthony W. Boor	48	Executive Vice President, Chief Financial Officer and Treasurer
Craig M. Carpenter (1)	42	Executive Vice President, General Counsel and Secretary
John Alexander du Plessis Currie	46	Executive Vice President and Chief Information Officer
Vincent Donargo	50	Vice President, Chief Accounting Officer and Controller
Anurag Gupta	46	President, Europe, Middle East and Africa
J. Mark Howell	46	President, Americas
Larry Paulson (2)	57	Executive Vice President and Chief Marketing Officer
R. Bruce Thomlinson	49	President, Asia Pacific
Eliza Hermann (3)(4)	49	Class I Director
John F. Levy (4)	55	Class II Director
Cynthia L. Lucchese (5)	50	Class I Director
Gov. Thomas J. Ridge (6)	65	Class III Director
Richard W. Roedel (3)(5)	61	Class II Director
Jerre L. Stead (3)(4)	68	Class III Director
Kari-Pekka Wilska (6)	63	Class III Director

- (1) Craig M. Carpenter assumed the position of Executive Vice President, General Counsel and Secretary on March 1, 2011 and succeeded Steven E. Fivel who resigned as the company's Executive Vice President, General Counsel and Secretary effective as of February 28, 2011.
- (2) Larry Paulson was named Executive Vice President and Chief Marketing Officer effective as of January 1, 2011.
- (3) Member of the corporate governance and nominating committee.
- (4) Member of the compensation and human resources committee.
- (5) Member of the audit committee.
- (6) Member of the strategy committee.

**Table of Contents****Background Information on our Executive Officers**

Set forth below for each of our executive officers (other than Robert J. Laikin, our Chairman and Chief Executive Officer, as his information is included in this proxy statement under Class I Directors ) is a brief description of the positions he has held at Brightpoint, his principal occupation and business experience for at least the last five years and how long he has been employed by Brightpoint:

**Anthony W. Boor** has served as Brightpoint's Executive Vice President, Chief Financial Officer and Treasurer since October 2005 and, prior thereto, from June 2005 to October 2005, he served as our acting Chief Financial Officer and acting principal financial officer. From July 2001 until his current appointment, Mr. Boor also served as the Senior Vice President and Chief Financial Officer of our Americas division. Mr. Boor was previously Vice President and Controller of Brightpoint North America L.P. from July 1999 to July 2001 and Director of Business Management of Brightpoint North America from August 1998 to July 1999. Prior to joining Brightpoint, Mr. Boor was employed in various financial positions with Macmillan Publishing, Day Dream, Inc., Ernst & Young LLP, New Mexico State Fairgrounds, The Downs at Albuquerque, KPMG, LLP and Ernst & Whinney. Mr. Boor is a certified public accountant.

**Craig M. Carpenter** has served as Brightpoint's Executive Vice President, General Counsel and Secretary since March 1, 2011 and prior to that served the company as Vice President, Assistant General Counsel and Assistant Secretary. Mr. Carpenter joined Brightpoint in 2000 and prior to joining Brightpoint served as Associate General Counsel and Vice President of Operations of ProValent, Inc. from 1999 to 2000. Mr. Carpenter practiced law with Taft Stettinius & Hollister LLP (formerly Sommer & Barnard P.C.) from 1996 to 1999 and practiced law with Kroger, Gardis & Regas, LLP from 1995 to 1996.

**John Alexander du Plessis Currie** has served as our Executive Vice President and Chief Information Officer since November 2007. Prior thereto he served as our President, Emerging Markets from February 2006 until November 2007. From August 2002 to December 2005, Mr. Currie was the Chairman and Chief Executive Officer of Persequor Limited, a holding company for investments in wireless telecommunications that we subsequently acquired, and which is now one of our wholly-owned subsidiaries. From January 1998 to August 2002, Mr. Currie served as the managing director of Brightpoint Middle East FZE, then one of our wholly-owned subsidiaries.

**Vincent Donargo** has served as Brightpoint's Senior Vice President, Chief Accounting Officer and Controller since September 2005. From 1998 to 2005, Mr. Donargo was the strategic business unit controller, director of finance and corporate controller of Aearo Company, a safety products manufacturing company. Prior to that, from 1990 to 1998, Mr. Donargo was employed in various financial positions with National Starch and Chemical Company, a specialty chemical manufacturing company.

**Anurag Gupta** was named President, Europe, Middle East and Africa in January 2010, assuming responsibility over Europe in 2010 and then assuming responsibility for the Middle East and Africa in January 2011. Prior to that, Mr. Gupta served as Senior Vice President, Investor Relations and Public Relations. Mr. Gupta joined Brightpoint as Senior Vice President of Global Strategy and Business Development in April 2003. Before joining Brightpoint, he worked for Motorola, Inc. Mr. Gupta has 20 years of experience in the telecommunications industry in leadership roles at Motorola and Brightpoint in several business areas including: business development, P&L management, strategy, investor relations, corporate communications, business planning, product development & marketing, and other various management roles.

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**J. Mark Howell** returned to his role as President of Brightpoint Americas on June 30, 2008. Previously, on July 31, 2007, Mr. Howell became our co-chief operating officer and President, Americas. Mr. Howell had served as President of Brightpoint, Inc. since September 1996, President, Americas since March 2001 and was our Chief Operating Officer from August 1995 to April 1998 and from July 1998 to March 2003. He was Executive Vice President, Finance, Chief Financial Officer, Treasurer and Secretary of Brightpoint from July 1994 until September 1996. From July 1992 until joining Brightpoint in 1994, Mr. Howell was corporate controller for ADESA Corporation, a company that owns and operates automobile auctions in the United States and Canada. Prior thereto, Mr. Howell was an accountant with Ernst & Young LLP.

**Larry Paulson** joined the company in the position of Executive Vice President, Chief Marketing Officer effective as of January 1, 2011. Prior to joining the company, Mr. Paulson held a variety of senior positions during a twenty three year career at mobile device maker Nokia, including, Global Senior Vice President and General Manager Devices CDMA in the Nokia Devices Business Group. Mr. Paulson also serves as Chairman of the Board of Waxess Holdings, Inc., a position that he has held since 2010.

**R. Bruce Thomlinson** has served since January 2011 as President Asia Pacific and from August 2007 until January 2011 he served as President, Asia Pacific with additional responsibilities for the Middle East and Africa. From August 2005 until August 2007, Mr. Thomlinson served as our President, Asia- Pacific and President, International Operations, the latter of which he relinquished upon the closing of the Dangaard Telecom acquisition. Prior thereto, until July 2005, he served as President of our Asia-Pacific division from October 1998 and as managing director of Brightpoint Australia, one of our wholly-owned subsidiaries, from October 1996. Prior to joining our management team, Mr. Thomlinson held the position of managing director/director for Hatadicorp Pty Ltd., a company he co-owned from 1989 until it was acquired by Brightpoint in October 1996.

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**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

This report is designed to provide shareholders with an overview and analysis of our executive compensation program including our overarching philosophy, policies and practices used to determine compensation. During 2010, the following executives were named executive officers:

Robert J. Laikin, Chairman and Chief Executive Officer;

Anthony W. Boor, Executive Vice President, Chief Financial Officer and Treasurer;

Anurag Gupta, President, Europe, Middle East and Africa;

J. Mark Howell, President, Americas; and

R. Bruce Thomlinson, President, Asia Pacific.

The summary below is intended to provide additional context and to aid in interpreting the report detailed in the following sections.

**Executive Summary**

Brightpoint has a long-standing orientation in its executive compensation program toward paying for performance. This overall philosophy remained unchanged throughout the recent challenging business cycles. The compensation decisions made with respect to fiscal 2010 reflect the company's strong performance relative to the challenging financial and strategic objectives that were established at the beginning of the year.

The compensation committee's pay-for-performance philosophy ensures a link between Brightpoint's executive compensation and both overall company performance and individual performance. About two thirds of the executives total compensation opportunity is based directly on actual company and individual performance. Individual bonus and long term incentive targets link directly to the specific success factors in the company's strategic plan as well as to the company's financial results. We believe the decisions described in this proxy statement are consistent with our compensation philosophy and specifically our orientation toward rewarding performance that drives long-term shareholder value as well as our commitment to employees, partners and other stakeholders.

**2010 Performance**

The company's business results for the year were very strong despite challenging business conditions at the outset of 2010 as the global economy continued its slow recovery from recession. The company exceeded both the financial and strategic goals established at the beginning of 2010 and performed very well against its peers, the wireless sector, and key indices. The company's share price increased by 18.8% during 2010 which compares favorably with the NASDAQ (+16.9%), the Dow Jones (+11.0%), and the S&P 500 (+12.8%). Brightpoint's share price increased by approximately 101% over the two year period from the end of 2008 until the end of 2010.

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The company's financial performance for fiscal 2010 included the following highlights:

Revenue increased by 13% from fiscal 2009 primarily due to expanded relationships with wireless device manufacturers in the Europe Middle East and Africa and Asia-Pacific regions, as well as increased demand for prepaid and fixed fee wireless subscriptions in the Americas region;

Earnings per diluted share increased by 30% from fiscal 2009 to fiscal 2010;

The company's return on invested capital ( ROIC ) (measured on a Non-GAAP basis), which the company uses to measure the effectiveness of its use of invested capital to generate profits, was 13% as compared with 9% in fiscal 2009, an improvement of approximately 44% (please refer to Annex A for the calculation of ROIC);

The company's as adjusted (Non-GAAP) income from continuing operations was \$.88 per diluted share (please refer to Annex A for the calculation of adjusted income from continuing operations per diluted share), representing a 57% increase from fiscal 2009;

All regions met or exceeded their annual performance plans; and

The company handled approximately 99 million wireless devices during 2010, an increase of approximately 19% over 2009, which was both a company record and outpaced overall industry growth (approximately 13%). This year-over-year increase was attributable to the same factors set forth above that led to our annual revenue increase.

In addition to exceptional financial performance, the company continued to execute on its strategic objectives which are described in this report. The company also received recognition for its overall management practices including community involvement and sustainability. During the year, the company was pleased to be recognized by Fortune Magazine as one of the world's Most Admired Companies, and also won the Green Supply Chain Award from Supply & Demand Chain Executive Magazine.

**2010 Executive Compensation**

Our 2010 executive compensation program included base salary, short term cash incentive (bonus) and long-term incentive elements. We reintroduced the short term cash incentive program during 2010 after having discontinued the program during 2009 for one year in response to the economic challenges facing the company. As a result of strong financial, operational, and strategic results, we significantly exceeded all of the goals established by the compensation committee at the beginning of the year resulting in achieving the maximum corporate performance level defined in our short and long term incentive programs.

Key points demonstrating our pay-for-performance philosophy for 2010 compensation include the following:

In aggregate, our named executive officers received base salary increases of 5% in 2010, after having received no base salary increases in 2009. This calculation does not include the base salary of Anurag Gupta, who was first included among our named executive officers in 2010;

In aggregate, our named executive officers' total compensation, as stated on the Summary Compensation Table contained in this proxy, increased in direct proportion to the company's year over year improved performance. This increase was primarily due to the increase in the percentage of executive compensation that was at risk that, due to the achievement of predetermined strategic and financial measures, resulted in the award of restricted stock units under the company's 2010 executive equity plan and cash under the reinstated cash bonus program (that was suspended for 2009) which resulted in awards at or above target based upon the strong company performance;



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In aggregate, our named executive officers' total compensation at target in 2010 was at or slightly below the market median of our external comparator group;

For 2010, Brightpoint's Chairman and CEO, Robert Laikin, asked that his base salary be held at the same level as in 2008 and 2009, at \$900,000, and thus he did not receive any base salary increase for 2010; and

When giving effect to the value of all equity awards in the fiscal year in which they were earned, as opposed to the fiscal year in which they were granted, which in some cases is different, Mr. Laikin's total compensation increased by 42% from 2009 to 2010 (please see footnote 1 to the Summary Compensation Table for an explanation of which grants relate to which fiscal year). In addition, based on this analysis, 94% of that 42% increase is directly attributable to restricted stock units and cash bonus that were awarded upon a determination that predetermined financial and strategic performance measures had been achieved or exceeded. In comparison, Brightpoint's stock price increased by approximately 101% during the two year period from 2008 to 2010. While this analysis yields a different result for increase in total compensation than does the Summary Compensation Table, we believe it is instructive because it attributes all compensation to the year in which it was deemed earned. This analysis is in addition to, and is not intended to be a substitute for, the Summary Compensation Table. For reference, Mr. Laikin's total compensation in 2010 was approximately at the market median of our external comparator group.

The compensation and human resources committee and the board of directors believe that the 2010 compensation directly reflects the overall performance of the company and the contributions of the individual named executive officers. We believe that our compensation program effectively drives performance and is designed to attract, retain, and motivate the executive talent needed to effectively lead our organization and drive long-term shareholder value.

The discussion and analysis that follows includes sections related to:  
the objectives of our compensation program;

the forms of compensation comprising our executive compensation program;

the compensation committee's process for determining compensation for each of our named executive officers;

the manner in which our compensation structure significantly mitigates the potential for inappropriate risk taking that would be detrimental to the company; and

determinations made by our compensation committee with respect to the various components of our named executive officers' compensation for 2010.

***Objectives of our Compensation Program***

We offer an executive compensation program that aligns executives' financial incentives with our strategic direction and corporate values. Our program is designed to attract and retain key talent needed to manage and grow our business and enhance shareholder value. Our executive compensation program includes both cash (base pay and short-term incentive) and non-cash (equity long-term incentive) components, and is designed to pay for performance.

In keeping with this executive compensation philosophy, our overall compensation program with respect to our named executive officers is designed to achieve the following objectives:

to provide our named executive officers with base salaries in the aggregate near the median of the relevant external market comparator group, recognizing that individual base salaries will vary above and below that

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level, reflecting individual job performance, including results and behaviors, as well as skills, experience and length of tenure in position;

to provide an opportunity for the total compensation paid to our named executive officers to significantly exceed the market median when exceptional individual and business performance is achieved;

to link a significant proportion of the compensation of these officers with the achievement of our overall performance goals, to ensure that individual performance is directed towards the achievement of our collective goals and to mitigate any incentive for an executive to pursue short-term individual gain at the cost of incurring inappropriate strategic and financial risk;

to enhance alignment of individual performance and contribution with long-term shareholder value and business objectives by providing equity awards through our Amended and Restated 2004 Long-Term Incentive Plan, also referred to as our 2004 Plan ;

to motivate and incentivize our named executive officers to continually contribute superior job performance throughout the year;

to retain the services of named executive officers so that they will continue to contribute to and be a part of our long-term success; and

to encourage the ongoing career development of our executives and other employees.

***Forms of Compensation Comprising our Executive Compensation Program***

We may provide our named executive officers with some or all of the following forms of compensation:

*Base salaries.* Base salary represents cash amounts paid during the fiscal year to named executive officers as direct compensation for their services to us. Base salaries and base salary increases are used to reward superior individual job performance on a day-to-day basis during the year and to encourage continued superior job performance. Base salaries and base salary increases also recognize the overall skills, experience, and tenure in position of each named executive officer;

*Performance-based cash bonuses under our annual executive bonus program.* Each year our compensation committee adopts, and routinely reviews the design of, an executive bonus program which provides our named executive officers and certain other key employees with the opportunity to earn a cash bonus payment if specific predetermined financial and strategic performance measures are attained. We use these cash bonuses to reward named executive officers for their contributions to our performance, as measured by our ability to achieve specified financial and strategic targets within our annual operating plan;

*Discretionary cash bonuses based on outstanding performance.* In keeping with its compensation philosophy of rewarding outstanding performance, the compensation committee may elect, in addition to performance-based cash bonuses earned under our annual executive bonus program, to recognize superior performance by awarding discretionary cash bonuses to certain named executive officers and certain other key employees based on both their individual performance and our overall performance;

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*Performance-based grants of equity compensation under our annual executive equity program.* Each year we primarily use performance-based equity grants under our 2004 Plan to ensure focus on key financial and strategic objectives. These awards recognize the named executive officers for their contributions to our overall corporate performance, as measured by our ability to achieve specified financial and strategic performance measures within our overall operating plan. Performance-based grants of equity compensation are subject to forfeiture, in whole or in part, if we do not achieve these pre-established performance measures. Those equity awards that are no longer subject to forfeiture vest in three equal annual installments subject to, and in accordance with our 2004 Plan and any agreement entered into between us and the grantee. The 2004 Plan allows for these awards to take the form of options, restricted stock units, and restricted stock awards. Each restricted stock unit entitles the holder to receive one share of our common stock upon the vesting date. A restricted stock award entitles the holder to receive shares of our common stock upon the grant date, which remain subject to the restrictions set forth in a restricted stock agreement. Unlike restricted stock units, shares of restricted stock are considered issued and outstanding immediately upon the date of grant. Since 2006, all of our performance-based equity grants to our named executive officers have been made in restricted stock units;

*Discretionary grants of equity compensation.* The compensation committee may also determine, on a case-by-case basis, if any additional equity grants are warranted due to individual or company performance or for motivation or retention reasons. These awards can take the form of options, restricted stock units and restricted stock awards and are also made under our 2004 Plan;

*Initial equity grant upon being hired or appointed.* Initial equity grants under our 2004 Plan may be made when an executive officer is hired or otherwise becomes a named executive officer. Such grants enable us to reward existing executive officers upon promotion to higher levels of management and to recruit new executives. Initial equity grants are determined based on overall market data, as well as comparisons to our other executives' similar grants or holdings;

*Post-termination compensation.* We do not offer any pension plan to our named executive officers aside from complying with statutory provisions in the different jurisdictions in which we operate around the world. We do, however, offer all our U.S.-based employees, including our U.S.-based named executive officers, the opportunity to participate in our ERISA-qualified 401(k) Plan. All U.S.-based named executive officers are eligible to participate in this 401(k) Plan and to receive a company match, subject to plan requirements and contribution limits established by the Internal Revenue Service. While we do not offer a qualified pension plan, three of our named executive officers have Supplemental Executive Retirement Plan agreements, referred to as SERPs, which will provide these executives with a ten-year benefit upon the latter of employment termination or achieving a specified age. Additionally, pursuant to our employment agreements with our named executive officers, they are each entitled to certain cash payments, and the acceleration of certain of their equity awards, upon a change of control coupled with a change in employment status (i.e., a double trigger ); and

*Other benefits.* We generally do not offer perquisites to our named executive officers. We do, however, provide them with certain other benefits. These benefits include payments of life insurance premiums, payments of long-term disability insurance premiums, and company match in the 401(k) plan and employer contributions toward group medical insurance.

***Process for Determining Named Executive Officer Compensation***

As part of its ongoing duties, the compensation committee continually reviews its use of tools, consultants and the composition of the comparator group to ensure that the overall processes, data and analyses with which it works are up to date and relevant.

*Approvals.* The approval levels for our compensation program are as follows:



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for the compensation level of Mr. Laikin, our Chief Executive Officer, the compensation committee determines a recommendation for subsequent approval by the full board of directors;

for the compensation levels of each of the individuals reporting directly to Mr. Laikin including our named executive officers, our Chief Executive Officer, Mr. Laikin, supported by our Senior Vice President of Global Human Resources, Annette Cyr, provides input and recommendations to the compensation committee; the compensation committee approves and recommends that the board approve the compensation for these individuals; and

for the compensation levels of each of the company's officers (other than our named executive officers) as defined in Section 16 of the Securities and Exchange Act of 1934 and the rules and regulations promulgated thereunder, the compensation committee or full board of directors must approve each recommendation.

*Competitive positioning.* The committee engaged Meridian Compensation Partners, LLC ( Meridian ) to act as an independent compensation consultant to the committee for 2010. The scope of Meridian's engagement is to provide a comparator group against which to analyze our compensation packages in relation to companies similarly situated to us, to provide net compensation posture for each position and to determine the economic value of our equity awards for purposes of compensation benchmarking. The compensation committee then considers these analyses and insights as well as the individuals' performance and overall company performance, when determining compensation.

We believe that Meridian is independent because it is and was engaged by the compensation committee itself. Meridian has provided no products or services to us or any of our subsidiaries outside of its executive compensation consulting services provided to the committee.

Many of the companies included in the comparator group are distribution and logistics companies and retailers with focus areas and revenues similar to ours. The comparator group also includes some companies that are larger or smaller than us but which we believe to have similar business models. In accordance with its usual methodology, Meridian uses a regression analysis to normalize for these differences within our comparator group.

The composition of the Meridian comparator group is outlined below. The committee formulated the comparator group with the objective of having it remain relatively unchanged from year-to-year to allow for a longer term view of the company's relative competitiveness and performance. The companies comprising this group are:

Ametek, Inc.  
Anixter International, Inc.  
Arrow Electronics, Inc.  
Expeditors International  
Global Payments Inc.  
Graphic Packaging Corporation  
Imation Corp.  
Ingram Micro Inc.  
Insight Enterprise, Inc.  
L-3 Communications Corporation  
OfficeMax, Inc.  
PC Connection, Inc.  
Rockwell Automation  
Synnex Corp.  
Tech Data Corporation,  
United Stationers Inc.  
UTI Worldwide  
W.W. Grainger, Inc.

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*Factors considered and reviewed.* In performing its duties, the compensation committee takes into account the data and analysis provided by Meridian, as well as several other factors. The compensation committee considers the individual job performance of each named executive officer, including results achieved and behaviors demonstrated. The compensation committee also considers our overall performance. Relative individual tenure in position is taken into account, and relative internal equity among the named executive officers is also considered. Periodic review of tally sheets showing all elements of compensation for each named executive officer is conducted. Ultimately, the compensation committee members take into account all of these factors and data, and apply their own professional judgment in determining their recommendations and decisions on compensation.

Each of the components of compensation is considered as part of the total compensation amount and serves to meet one or more of our compensation objectives. More emphasis is placed on the variable components of compensation, comprised of annual bonus and long-term incentive compensation, so that a greater portion of total pay is at risk, based on performance. We believe the combination of competitive base salaries and opportunity to exceed the market median if performance warrants, yields a conservative but attractive compensation program that aids us in the attraction, retention and motivation of highly qualified executive personnel.

*Timing and procedures.* Each year, the compensation committee conducts several meetings in person and telephonically to review and consider executive compensation including external and internal data and analyses. The compensation committee finalizes its compensation decisions on all elements of compensation during the first quarter following the end of the fiscal year, generally at its February meeting. Making compensation decisions at this point allows the compensation committee not only to consider compensation survey data, but also to consider total annual performance against both financial and strategic performance measures. The February meeting is generally scheduled to coincide with a full meeting of the entire board of directors, and generally follows our quarterly and annual earnings release.

***Compensation Structure and Mitigation of Risk***

The compensation committee and the board believe that the design and structure of our executive compensation should mitigate any potential for undue risk-taking for short-term gain by executives, and should instead incent those executives to focus on the collective achievement of strategic goals of the company. The compensation committee has ensured that our executive compensation program contains a number of risk mitigation features, including:

- a significant portion of our executives' compensation is comprised of equity awards that vest over a long-term period, usually three years so that equity performance awards are realized after the performance measurement period;

- the executive equity program is entirely based on the achievement of robust corporate-wide strategic and financial performance measures;

- as these performance measures are being developed each year, at least two committees of the board review and provide advice to the compensation committee before the committee reviews and ultimately recommends approval by the full board;

- we have not granted any stock options for the past 5 years and currently have no intention to do so in the future, instead our equity awards are in the form of restricted stock units and restricted stock awards;

- we have deliberately chosen to emphasize components of the compensation program that are at risk to more effectively tie executive compensation to company performance. We reinstated the executive cash bonus program for 2010, which ties these bonus opportunities with performance, in recognition of the company's continuing success in a slowly improving but still challenging business environment; and

- the board has also adopted an executive stock ownership policy, which requires that the Chief Executive Officer beneficially own shares of our common stock with a market value of at least one and one-half (1.5) times his annual base salary and that our other named executive officers beneficially own shares of our

common stock with a market value at least equal their annual base salary. This requirement must be met

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within five years of the adoption of the policy or within five years from when the individual assumes a position with the company that is covered by the policy. Each of our named executive officers meets the stock ownership requirements of the policy.

The compensation committee and the board believe that for all of these reasons, the company's compensation structure for executives mitigates the potential for inappropriate risk taking.

***Determinations Made with Respect to Executive Compensation in and for 2010******Base Salaries***

In February 2009 the compensation committee determined not to increase base salaries from their 2008 levels. In February 2010 the compensation committee recommended and the board approved increased base salaries for 2010, in recognition of strong company and individual performance. The base salaries for the named executive officers in 2009 and 2010 are as follows:

<b>Named Executive Officer</b>	<b>2009 Base Salary</b>	<b>2010 Base Salary</b>	<b>Change Amount</b>	<b>Change %</b>
J. Mark Howell President, Americas	\$ 550,000	\$ 580,000	\$ 30,000	5.5
Anthony W. Boor Executive Vice President, Chief Financial Officer and Treasurer	\$ 450,000	\$ 535,000	\$ 85,000	18.9
Bruce Thomlinson President, Asia Pacific	AUD 632,865	AUD 663,338	AUD 30,473	4.8
Anurag Gupta (1) President, Europe Middle East and Africa		\$ 475,000		N/A

(1) Mr. Gupta was named President, Europe, Middle East and Africa effective January 1, 2010.

In addition, and taking into account a request from Mr. Laikin that his salary remain unchanged, the compensation committee recommended and the board approved freezing the base salary for Robert J. Laikin, our Chief Executive Officer. Mr. Laikin's base salary for 2009 and 2010 is as follows:

<b>Named Executive Officer</b>	<b>2009 Base Salary</b>	<b>2010 Base Salary</b>	<b>Change Amount</b>	<b>Change %</b>
Robert J. Laikin Chairman of the Board and Chief Executive Officer	\$ 900,000	\$ 900,000	\$ 0	0



**Table of Contents***Performance-based Cash Bonuses Under our Annual Executive Bonus Programs*

In February 2010, the compensation committee approved our 2010 executive bonus and equity programs, which established performance measures consisting of a financial target (non-GAAP adjusted income from continuing operations of \$.62 per share) ( AICO ) weighted at 50% and certain strategic objectives (four specific equally weighted measures associated with implementation of our long range business strategy) which, in the aggregate, were also weighted at 50%. The program provided that the financial measure for each regional president would be based upon company-wide AICO (weighted at 75% of the financial unit target) and regional AICO (weighted at 25% of the financial unit target). The regional presidents had the same opportunity (50%) for the strategic measures as other named executive officers. Under the 2010 executive bonus program, the target cash bonus established for Mr. Laikin was 100% of his respective 2010 base salary and the target bonus established for each of our other named executive officers was 50% of his 2010 base salary. Each named executive officer, excluding the chief executive officer, was eligible to earn: (1) between zero and 25% of base salary depending on the achievement of predetermined strategic goals; and (2) between zero and 37.5% (with a target of 25% of base salary) of base salary depending on the achievement of company and regional goals with respect to adjusted income from continuing operations. The cash bonus that the chief executive officer was eligible to earn was: (1) between zero and 50% of base salary depending on the achievement of predetermined strategic goals; and (2) between zero and 75% (with a target of 50% of base salary) of base salary depending on the achievement of the Company's goals with respect to adjusted income from continuing operations.

In February 2011, the compensation committee determined that our AICO of \$.88 per share for fiscal 2010 significantly exceeded the 2010 predetermined financial performance measure relating to company AICO of \$.62, that regional performance targets were met, and that performance-based cash bonuses would be awarded at the following levels, which met or exceeded the predetermined target award levels.

**Bonus Payout as Percent of Target**

<b>Named Executive Officer</b>	<b>Performance Goal Achievement Bonus for</b>	<b>Financial (Level of Target Award Achieved)</b>	<b>Strategic (Level of Target Award Achieved)</b>	<b>Total (Level of Target Award Achieved)</b>
Robert J. Laikin, Chairman of the Board and Chief Executive Officer	Fiscal Year 2010 \$ 1,125,000	150%	100%	125%
J. Mark Howell, President, Americas	\$ 344,375	137.5%	100%	118.75%
Anthony W. Boor, Executive Vice President, Chief Financial Officer and Treasurer	\$ 334,375	150%	100%	125%
R. Bruce Thomlinson, President, Asia Pacific	AUD 393,857	137.5%	100%	118.75%
Anurag Gupta, President, Europe Middle East and Africa	\$ 296,875	150%	100%	125%

**Table of Contents***Discretionary Cash-based Bonuses*

In recognition of the executives' outstanding contributions to the company's continued success as well as to provide a meaningful motivation and retention tool, discretionary cash bonuses were awarded under the program for 2010 to all named executive officers other than our Chief Executive Officer. The committee recognized the significant performance of the company's executives in greatly exceeding financial targets in a very challenging environment. They also considered the significant progress made on numerous strategic initiatives, which are intended to drive the company's long-term success. Finally, the committee recognized that the executive team has had relatively minimal salary increases over the last two years and no cash bonus payments since February 2009 (for 2008 performance).

<b>Executive Officer</b>	<b>Discretionary Cash Bonuses Awarded for Fiscal 2010</b>
Robert J. Laikin, Chairman of the Board and Chief Executive Officer	\$ 0
J. Mark Howell, President, Americas	\$ 150,000
Anthony Boor, Executive Vice President, Chief Financial Officer and Treasurer	\$ 100,000
R. Bruce Thomlinson, President, Asia Pacific	\$ 50,000
Anurag Gupta President, Europe, Middle East and Africa	\$ 100,000

*Performance-based Equity Awards Under our Annual Executive Bonus Program*

In February 2010, the compensation committee adopted our 2010 executive equity program and, in accordance with that program, granted performance-based restricted stock units under our 2004 Plan to each of our named executive officers, including our Chief Executive Officer. These grants were subject to forfeiture, in whole or in part, prior to the first anniversary of the grant if we did not achieve the following pre-established financial and strategic measures.

The 2010 executive equity program established performance measures consisting of a financial target (income from continuing operations per diluted share of \$.62, as adjusted (Non-GAAP)) weighted at 50% and certain strategic objectives (four specific equally weighted measures associated with implementation of our long range business strategy) which, in the aggregate, were also weighted at 50%. Adjustments to earnings per diluted share from continuing operations generally include the exclusion of certain non-cash charges such as stock based compensation and amortization of acquired finite lived intangible assets as well as other items such as goodwill impairment charges and restructuring charges (please see Annex A for the calculation of adjusted income from continuing operations per diluted share). The Company considers these items unrelated to its core operating performance, and believes that use of this non-GAAP measure allows comparison of operating results that are consistent over time.

In determining the specific performance measures to incorporate into the 2010 executive equity program, we relied heavily on both our annual operating plan and our overall business strategy. We believe that these performance measures appropriately balanced shorter-term operational goals with long-term strategic imperatives and are attainable with stretch efforts. In analyzing our executive compensation programs, we have found that the performance measures have been achieved four out of the past five years.

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The strategic performance measures associated with the 2010 executive equity program were selected for focus because they are instrumental in driving our long-term strategy. These measures fit into the following categories:

continue to diversify vendor and customer base;

execute on our Europe strategy;

continue to improve company brand equity and customer commitment; and

enhance leadership development throughout the company.

Under the 2010 executive equity program, the number of restricted stock units that each named executive officer was granted, and was thus eligible to earn, was based on the dollar value of a percentage of his base salary, as follows: for Mr. Laikin 175%; and for each of Messrs. Boor, Howell, Gupta and Thomlinson- 125%. The number of restricted stock units for these grants was calculated for each named executive officer by dividing the dollar value of the applicable percentage of his base salary by the greater of a) per share closing price of our common stock on February 18, 2010, or b) \$5.00 per share, whichever was higher.

In February 2011, the compensation committee determined that our adjusted income from continuing operations of \$.88 per share for fiscal 2010 significantly exceeded the 2010 predetermined financial performance measure relating to adjusted income from continuing operations and that each of the 2010 strategic performance measures had been achieved or exceeded and that one hundred-percent (100%) of the restricted stock units granted had thus been earned by our executive officers. These earned restricted stock units commenced vesting in three equal annual installments in February 2011.

<b>Named Executive Officer</b>	<b>RSUs Earned under 2010 Executive Equity Program</b>
Robert J. Laikin Chairman of the Board and Chief Executive Officer	216,644
J. Mark Howell President, Americas	99,725
Anthony W. Boor Executive Vice President, Chief Financial Officer and Treasurer	91,988
R. Bruce Thomlinson President Asia Pacific	98,708
Anurag Gupta President, Europe, Middle East and Africa	64,477

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*Discretionary grants of equity compensation.* The compensation committee believes that discretionary grants of equity compensation were warranted and appropriate for the named executive officers for 2010 due to strong individual and collective performance and successfully addressing continued business challenges during the year. The committee recommended and the board approved the following grants of restricted stock units, all of which have a multi-year vesting schedule. In addition, the compensation committee approved grants of restricted stock units for certain other key employees, for purposes of individual reward and retention.

<b>Named executive officer</b>	<b>RSUs Granted as Discretionary Equity Awards</b>
Robert J. Laikin Chairman of the Board and Chief Executive Officer	78,802
J. Mark Howell President, Americas	15,760
Anthony W. Boor Executive Vice President, Chief Financial Officer and Treasurer	7,880
R. Bruce Thomlinson President, Asia Pacific	11,820
Anurag Gupta President, Europe, Middle East and Africa	15,760

*Internal and external compensation comparisons.* The committee worked with Meridian to conduct sensitivity analyses which reflect the increasing influence of supply chain solutions (logistics) as part of our overall business. Based on our comparator group review, Mr. Laikin's total compensation at target (\$3,375,000) was approximately at the median of the comparator group but when the impact of our services business was considered, it was below the aggregate median of the comparator group. Mr. Laikin's actual payments received during 2010 were also competitive with the market but when the impact of our solutions business was considered it was below the aggregate median of the comparator group. In the aggregate, the total compensation of all named executive officers is at or slightly below the market median, with some individual variance around the median based upon job performance, skills, experience and length of tenure in position.

The compensation committee considered internal comparisons with our other senior executives when setting Mr. Laikin's compensation. Our compensation programs are designed so that potential compensation opportunities are set relative to the executive's level of responsibility and impact on company success. Mr. Laikin's total compensation, assuming all of his targets are met, is roughly double that of the next most highly compensated named executive officer. We believe this is justified because of his strong job performance as Chief Executive Officer as well as his role as founder of the company.

*Post-termination compensation*

*Post-retirement compensation.* All U.S.-based named executive officers are eligible to participate in our ERISA-qualified 401(k) Plan and to receive a company match, subject to plan requirements and contribution limits established by the IRS. The 401(k) Plan provides a matching benefit of \$.50 per each dollar invested to a maximum of six percent of base salary, subject to these limitations. In 2008, 2009 and 2010, named executive officers and other highly compensated employees as defined by the IRS were subject to contribution and matching limitations based upon required annual non-discrimination testing. During 2010, the named executive officers were each allowed to contribute a maximum of \$12,384 to the 401(k) Plan and receive a matching contribution from us of up to \$6,192.

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In 2005, we entered into supplemental executive retirement plan agreements, referred to as SERP agreements, with Robert Laikin and Mark Howell. The payments under the SERP agreements will be made on an annual basis beginning on the later of the individual's termination date (other than termination for cause), or the attainment of age 50 or 53 for Messrs. Laikin or Howell, respectively, for a period of ten years or until such individual's death, if earlier. If Mr. Laikin or Mr. Howell is terminated for cause, then the benefit would not commence for that executive until he reached the age of 62 for a period of ten years or until such individual's death, if earlier. The benefit is an annual payment equal to a certain percentage of average base salary and is subject to a limit, referred to as the cap amount.

Assuming annual salary increases of 3% per year, the anticipated payments would reach the cap amount and would be paid to Mr. Laikin beginning on the later of termination or age 50 and to Mr. Howell beginning on the later of termination or age 53. In each case payments are made for a period of ten years or until such individual's death, if earlier. Payment under the amended and restated SERP agreements is contingent upon termination of service. The cap amount under Mr. Laikin's SERP agreement is \$496,000 per year and the cap amount under Mr. Howell's SERP agreement is \$344,000 per year.

In 2009, we entered into a SERP agreement with Tony Boor. The payments under the SERP agreement will be made beginning on the date of Mr. Boor's termination and will be paid for a period of ten years or until Mr. Boor's death, if earlier. The anticipated payments under Mr. Boor's SERP agreement are limited to the amount of \$344,000 per year.

The compensation committee believes that these SERP benefits are reasonable and recognize the long-term contributions of these three named executive officers.

*Change of control agreements, severance arrangements.* We have entered into employment agreements with each of our named executive officers, which are described below under the heading Employment agreements with named executive officers. Under these employment agreements, each of our named executive officers is entitled to severance payments upon the termination of their employment under certain circumstances, including, in each case, in the event we terminate their employment in breach of the employment agreement (other than for cause or disability) after a change of control (i.e., a double trigger). In addition, some of the agreements with our named executive officers provide for accelerated vesting of their stock options and or restricted stock awards upon the termination of their employment under certain circumstances. These potential change of control and severance payments are detailed in the Potential payments upon termination or change of control section below. We believe that these arrangements enhance our ability to retain superior executive talent and, if a change of control were to occur, to retain our top executives through a period of uncertainty, keep our management team intact, preserve the neutrality of the management team in negotiating and executing a transaction and keep the management team focused on the best interests of the shareholders, rather than their own job security.

*Other benefits*

During 2010, our named executive officers received, to varying degrees, a limited amount of other benefits that we paid on their behalf or for which we provided reimbursement. These benefits included the following:

*payments of life insurance premiums.* We continued to provide all U.S.-based named executive officers and other executives with a group life insurance plan at no cost. The life insurance plan provides a benefit of two times the executive's annual base salary up to a maximum of \$400,000 in the event of the death of the plan participant. This plan also provides an accidental death and dismemberment benefit with a maximum possible benefit equal to that of the life insurance benefit;

*payments of long-term disability insurance premiums.* We continued to provide all of our U.S.-based named executive officers, other U.S.-based executives and other key employees with a group long-term disability plan that provides a benefit in the event of the plan participant's disability equal to sixty percent of the participant's pre-disability income, up to a maximum of \$12,000 per month; and

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*employer contributions toward group medical insurance.* We continued to provide all of our U.S.-based named executive officers and other U.S.-based executives and employees with a group medical insurance program that provides both preventive and catastrophic benefits. Benefits offered to employees outside of the United States vary by local practice and statutory requirements in each of the jurisdictions in which we operate.

***Tax Matters***

*Section 162(m)*

Our policy is to maximize the tax deductibility of compensation paid to our most highly compensated executives under Section 162(m) of the Internal Revenue Code and related regulations, and our shareholders have approved our 2004 Long-Term Incentive Plan under which all forms of equity based compensation are made. We may, however, authorize payments to our named executive officers that may not be fully deductible if we believe such payments are in our shareholders' interests. All performance-based restricted stock unit awards have been structured to qualify as performance-based compensation exempt from the limitations on deductibility imposed by Section 162(m).

*Sections 280G and 4999*

The employment agreements for Messrs. Laikin, Howell and Boor provide for tax protection on severance payments resulting from a change of control in the form of a gross up payment to reimburse the executive for any excise tax under Internal Revenue Code Section 4999 as well as any additional income and employment taxes resulting from such reimbursement. Code Section 4999 imposes a 20% non-deductible excise tax on the recipient of an excess parachute payment and Code Section 280G disallows the tax deduction to the payor of any amount of an excess parachute payment that is contingent on a change of control. A payment as a result of a change of control must exceed three times the executive's base amount in order to be considered an excess parachute payment, and then the excise tax is imposed on the parachute payments that exceed the executive's base amount.

*Section 409(A)*

In December 2008, the compensation committee approved amendments to our 2004 Plan to conform the 2004 Plan to Section 409A of the Internal Revenue Code, referred to as Section 409A. In addition, the compensation committee approved amendments to the employment agreements of Messrs. Laikin, Boor and Howell, to conform those agreements to Section 409A.

**Compensation Committee Report**

The compensation and human resources committee has reviewed and discussed the section in this proxy statement entitled "Executive Compensation - Compensation discussion and analysis" with Brightpoint's management. Based on this review and these discussions, the compensation and human resources committee recommended to Brightpoint's board of directors that this "Compensation discussion and analysis" section be included in this proxy statement.

**COMPENSATION AND HUMAN RESOURCES COMMITTEE**

Eliza Hermann, Chair,  
Jerre L. Stead and  
John F. Levy

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The following table discloses for the fiscal year ended December 31, 2010 the compensation for the person who served as our chief executive officer, the person who served as our chief financial officer and our other named executive officers.

Name	Year	Salary	Bonus	Stock	Non-Equity	Change in	All Other		Total
				Awards	Plan	Pension	Compensation	Compensation	
				(1)	(2)	Value	Earnings	(5)	
					Option	and Non-	Compensation		
					Awards	Qualified			
						Deferred			
						Earnings			
						Compensation			
Robert J. Laikin Chairman of the Board and Chief Executive Officer	2010	\$900,000	\$ 0	\$2,454,572	\$ 0	\$ 365,179	\$ 18,039		\$4,862,790
	2009	\$900,000	\$ 0	\$1,298,700	\$ 0	\$ 389,922	\$ 16,452		\$2,605,074
	2008	\$900,000	\$ 0	\$1,493,211	\$ 0	\$ 450,000	\$ 15,319		\$3,210,173
J. Mark Howell President, Americas	2010	\$580,000	\$150,000	\$1,338,861	\$ 0	\$ 145,521	\$ 14,975		\$2,573,732
	2009	\$550,000	\$ 0	\$ 661,375	\$ 0	\$ 97,825	\$ 15,117		\$1,324,317
	2008	\$550,000	\$ 0	\$ 358,373	\$ 0	\$ 137,711	\$ 12,210		\$1,195,794
Anthony W. Boor Executive Vice President, Chief Financial Officer and Treasurer	2010	\$535,000	\$100,000	\$1,233,487	\$ 0	\$ 132,394	\$ 16,606		\$2,351,862
	2009	\$450,000	\$ 0	\$ 541,125	\$ 0	\$ 356,761	\$ 37,773		\$1,385,659
	2008	\$450,000	\$ 0	\$ 860,088	\$ 0	\$ 112,500	\$ 14,043		\$1,436,631
R. Bruce Thomlinson (6)	2010	\$633,722	\$ 50,000	\$ 999,010	\$ 0	\$ 384,877	\$ 14,492		\$2,082,101

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President,  
Asia Pacific

2009	\$559,567	\$	0	\$	498,143	\$	0	\$	0	\$	6,467	\$1,064,177
2008	\$437,120	\$	0		360,780	\$	0	\$	109,280	\$	8,979	\$ 916,159

Anurag  
Gupta  
President,  
Europe,  
Middle East  
and Africa

2010	\$475,000	\$100,000	\$	990,195	\$	0	\$	296,875	\$	0	\$246,558	\$2,108,628
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- (1) Represents the grant date fair value for restricted stock and restricted stock units awarded during the relevant fiscal year as determined based on a calculation pursuant to FASB Accounting Standards Codification Topic 718 *Compensation - Stock Compensation* (formerly SFAS 123R). Includes, as applicable to the individual, (i) for 2010, (x) the grant date fair value of performance based restricted stock units under the 2010 executive equity program, and (y) the grant date fair value of discretionary restricted stock units granted for outstanding performance granted in 2010, but which relate to 2009 performance; (ii) for 2009, the grant date fair value of performance based restricted stock units under the 2009 executive equity program; and (iii) for 2008 (x) the grant date fair value of fair value of performance based restricted stock units under the 2008 executive equity program, and (y) the grant date fair value of discretionary restricted stock units granted for outstanding performance granted in 2008, but which relate to 2007 performance. There were no discretionary awards made in 2009 with respect to 2008, as it was determined that none were warranted based on then current economic conditions.
- (2) Represents the grant date fair value for options awarded during the relevant fiscal year.
- (3) Represents performance-based cash bonuses paid in 2011 that were earned in 2010 under our 2010 executive bonus program.
- (4) Figure represents the present value of SERP benefit as calculated by Mercer Consulting. Retirement is assumed to occur at the plan's unreduced retirement age of 60 for Mr. Boor and 62 for Mr. Howell and Mr. Laikin and paid in the form of a temporary life annuity for not more than ten years. The present values for December 31, 2010, December 31, 2009, and December 31, 2008 were determined using a discount rate of 5.25%, 5.50%, and 5.50%, respectively.
- (5) Includes life and long-term disability insurance premiums paid by us and 401(k) matches or statutory superannuation payments made by us. For Mr. Boor, includes travel related expenses for his family during his temporary assignment as President EMEA during 2009. For Mr. Thomlinson, this amount sets forth a mandatory superannuation contribution that has been subtracted from Mr. Thomlinson's base salary set forth in the table. For Mr. Gupta, this amount includes expenses associated with his relocation to Europe, housing, automobile and other allowances provided during his international assignment.
- (6) Mr. Thomlinson is paid in Australian dollars. The amounts paid to him are reported in this table in U.S. dollars and for 2010 were calculated based on an exchange rate of 0.9772 Australian dollars to one U.S. dollar in effect on December 31, 2010. The 2009 U.S. dollar amounts reported in the table for Mr. Thomlinson were calculated based on an exchange rate of 0.8944 Australian dollars to one U.S. dollar in effect on December 31, 2009. The 2008 U.S. dollar amounts reported in the table for Mr. Thomlinson were calculated based on an exchange rate of 0.6907 Australian dollars to one U.S. dollar in effect on December 31, 2008. The grant date value of stock awards awarded to Mr. Thomlinson is reported in US dollars.

**Table of Contents****2010 Grants of Plan-Based Awards**

The following table discloses, for the periods presented, the grants of awards made to the named executive officers during our fiscal year ended December 31, 2010 under any of our plans:

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Awards			All other Stock Awards: Number of Shares of Stock or Units	Grant Date	Fair Value of Restricted Stock Units
		Threshold	Target (1)	Maximum	Threshold	Target (1)	Maximum			
Robert J. Laikin Chairman of the Board and Chief Executive Officer	02/19/10 02/19/10	\$ 675,000	\$ 900,000	\$ 1,125,000	N/A	216,444	N/A	123,796	\$ 1,562,000 \$ 892,500	
Mark Howell President, Americas	02/19/10 02/19/10	\$ 217,500	\$ 290,000	\$ 362,500	N/A	99,725	N/A	85,970	\$ 719,000 \$ 619,800	
Anthony W. Boor Executive Vice President, Chief Financial Officer and Treasurer	02/19/10 02/19/10	\$ 200,625	\$ 267,500	\$ 334,375	N/A	91,988	N/A	79,092	\$ 663,200 \$ 570,200	
Bruce Thomlinson (2) President, Asia Pacific	02/19/10 02/19/10	\$ 243,080	\$ 324,107	\$ 405,134	N/A	98,708	N/A	39,851	\$ 711,600 \$ 287,300	
Rurag Gupta President, Europe, Middle East and Africa	02/19/10 02/19/10 06/15/10	\$ 178,125	\$ 187,500	\$ 296,875	N/A	64,477	N/A	44,704 25,000	\$ 464,800 \$ 322,300 \$ 203,000	

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- (1) The targeted cash bonuses under our 2010 executive bonus program were 100% of base salary for Mr. Laikin and 50% of base salary for each of the other participating named executive officers. The cash bonus program provides for threshold and maximum payments based upon the financial objectives associated with the annual program. The targeted equity incentives under our 2010 executive equity program administered under our 2004 Plan consisted of the potential to earn a number of shares equivalent to the dollar amount represented by 175% of base salary for Mr. Laikin, and 125% of base salary for each of Messrs. Howell, Boor, Gupta, and Thomlinson. The number of restricted stock units for these grants was calculated for each named executive officer by dividing the dollar value of the applicable percentage of his base salary by the per share closing price of our common stock on February 18, 2010.
- (2) Mr. Thomlinson is paid in Australian dollars. The amounts reported in this table are in U.S. dollars and for 2010 were calculated based on an exchange rate of 0.9772 Australian dollars to one US dollar in effect on December 31, 2010.

**Narrative to summary compensation table and plan-based awards table**

***Employment agreements with named executive officers***

*Certain defined terms*

We have entered into employment agreements with each of our named executive officers, all of which are described below. When used in those agreements, the following terms (except as described below with respect to the use of the term *cause* in the agreement of Mr. Thomlinson) have the following meanings:

*Good reason* is defined as:

any limitation upon or change to the employee's duties or reporting obligations;

any failure by us to comply with our material obligations under the employment agreement; or

the failure of any successor to our business to assume the employment agreement upon succession.

A *change of control* shall be deemed to occur, unless previously consented to in writing by the respective employee, upon the occurrence of any of the following:

individuals who as of the date of the agreement constituted our then current board of directors cease to constitute a majority of our board;

subject to certain specified exceptions, the acquisition, by any person or entity not affiliated with the respective employee or us, of beneficial ownership of 15% or more of our voting securities;

the commencement of a proxy contest against management for the election of a majority of our board of directors if the group conducting the proxy contest owns, has or gains the power to vote at least 15% of our voting securities;

the consummation under certain conditions by us of a reorganization, merger or consolidation or sale of all or substantially all of our assets to any person or entity not affiliated with the respective employee or us; or

our complete liquidation or dissolution.

*Cause* is defined as:

the willful and continuous failure of the employee to substantially perform his required duties;

the employee's willful criminal misconduct (including embezzlement and criminal fraud) that is materially injurious to us; or

the conviction of the employee of a felony.



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Under our employment agreements with Mr. Thomlinson, cause is defined as follows:

the employee's failure to perform any or all of his duties under the employment agreement after reasonable notice from us to him to rectify any such failure;

the employee's engagement in misconduct that is detrimental or injurious to us, monetarily or otherwise;

the employee being charged with an indictable offense; or

the employee's violation of our policies and procedures.

Under the agreement with Mr. Thomlinson, however, with respect to a failure to perform any or all of his duties under the agreement, Mr. Thomlinson's failure must relate to a material duty.

*Messrs. Laikin's and Howell's Agreements*

Originally effective in 1999, we have entered into five-year evergreen employment agreements with Mr. Laikin and Mr. Howell, which are automatically renewable for successive one-year periods. Currently, these agreements provide for an annual base compensation in 2010 of \$900,000 and \$580,000, respectively, and such bonuses as our board of directors may from time to time determine. If we provide the employee with notice of non-renewal or that we desire to terminate the agreement without cause, there is a final five-year term commencing on the date of such notice. The employment agreements provide for employment on a full-time basis and contain a provision that the employee will not compete or engage in a business competitive with our business during the term of the employment agreement and for a period of two years thereafter.

The employment agreements also provide for severance payments if the employee's employment is terminated as follows:

by him, without good reason, within 12 months after a change of control;

by him, for good reason, prior to and not as a result of a change of control; or

by us, other than for disability or cause, prior to and not as a result of a change of control, equal to (subject to a severance cap of \$9.0 million with respect to Mr. Laikin and \$4.5 million with respect to Mr. Howell) the greater of (a) \$2.25 million for Mr. Laikin and \$1.625 million for Mr. Howell and (b) five times the total compensation (including salary, bonus and the value of all perquisites) received from us during the twelve months prior to the date of termination. If after, or as a result of, a change of control, the employee's employment is terminated either by the employee for good reason or by us other than for disability or cause, the employee will be entitled to receive severance pay (subject to the respective severance cap) equal to ten times the total compensation (including salary, bonus, the value of all perquisites and the value of all stock options granted to the employee) received from us during the twelve months prior to the date of termination. In addition, the vesting of all options and restricted stock awards granted to the employee will be accelerated, so that the options become immediately exercisable and remain exercisable until the earlier of (a) 180 days from the date of the employee's termination and (b) the expiration of the stock option, and all restricted stock awards immediately vest, when and if (i) a change of control occurs, (ii) we, in breach of the agreement, terminate the employee's employment other than for disability or cause, or (iii) the employee terminates his employment for good reason.

**Table of Contents***Mr. Boor's Agreement*

In May 2009, we entered into an amended and restated employment agreement with Mr. Boor for a four-year term that provides for an annual base compensation in 2010 of \$535,000 and such bonuses as our board of directors or the compensation committee of the board may from time to time determine. The employment agreement provides for employment on a full-time basis and contains a provision that Mr. Boor will not compete or engage in a business competitive with our business during the term of the employment agreement and for a period of two years thereafter.

The employment agreement also provides for a severance payment if Mr. Boor's employment is terminated by the company without cause. In addition to his salary through the termination date, this non-cause severance pay will be paid in a lump sum equal to (a) the salary received or earned and any cash bonus earned by Mr. Boor during the twelve months prior to the termination of his employment, multiplied by (b) 2.99. Mr. Boor will also be entitled to severance if he terminates his employment with the company for good reason or within twelve months after a change of control without good reason. In addition to his salary through the termination date, this change of control severance pay will be paid in a lump sum equal to (a) the salary plus any bonus received or earned by Mr. Boor during the twelve months prior to the termination date, multiplied by (b) 2.99. If there is an excise tax due on either such severance payment, the severance will be increased so that the excise tax on the severance payment will be paid as well as any income tax payable on such excise tax. The severance payments and accelerated vesting are subject to a cap of \$2.75 million.

Upon a change of control or a termination of Mr. Boor by the company without cause, all then-unvested stock options granted to Mr. Boor will be accelerated, so that the options become immediately exercisable and remain exercisable until 180 days thereafter or the expiration of the stock option, if shorter, and all then-unvested shares or units of restricted stock, restricted stock units or other stock based awards will vest immediately, however, with respect to such restricted stock, restricted stock units or other stock based compensation, the definition of change of control to be applied is the definition contained in the applicable employee benefit plan or award agreement.

*Mr. Thomlinson's Agreement*

In November 2008, we entered into a new five-year agreement with Mr. Thomlinson, which currently extends through December 31, 2013. As an employee under the new agreement, Mr. Thomlinson has an annual base compensation paid in Australian dollars of AUD 663,338 per annum (which, based on December 31, 2010 exchange rate of AUD 0.9772 to 1.00 United States dollars, is equivalent to USD \$648,214). Mr. Thomlinson also is eligible for discretionary bonuses, performance bonuses and participation in the executive bonus plans. From January 1, 2009 through December 31, 2013, Mr. Thomlinson is not entitled to participate in existing or future benefits and plans that we institute, including health benefits. Mr. Thomlinson is entitled to 28 days of paid leave; we may require Mr. Thomlinson to take any accrued but untaken annual leave by giving him one month notice. Upon termination as a result of Mr. Thomlinson's death or for cause, Mr. Thomlinson's designee or his estate shall receive Mr. Thomlinson's salary through the date of termination, including any statutory entitlements. If Mr. Thomlinson is terminated for disability, he will receive his salary until the date of such termination, plus one month. During the period of Mr. Thomlinson's employment, or consultancy, as the case may be and for two years after the termination of his employment, he may not divulge any trade secret, industrial process or any information concerning the business or finances of the company. Mr. Thomlinson is also prohibited, during the term of his employment or consultancy, as the case may be, and for one year thereafter, from competing with us, or taking an action that interferes with our business. After December 31, 2009, we or Mr. Thomlinson may terminate the agreement other than for disability or cause and convert Mr. Thomlinson's status to that of an independent contractor upon 90 days prior written notice. We may convert Mr. Thomlinson's status to independent contractor by providing a payment of 90 days remuneration in lieu of notice. If we terminate Mr. Thomlinson in such manner, and Mr. Thomlinson executes a normal release of claim, we shall pay Mr. Thomlinson USD \$500,000, less taxes, and we shall engage Mr. Thomlinson as a consultant. If such notice is given, Mr. Thomlinson's duties as a consultant will not exceed 20 hours per calendar month and the total compensation that Mr. Thomlinson shall receive as a consultant is \$200,000 U.S. dollars per calendar year. If Mr. Thomlinson's status is converted to that of consultant, the term of his engagement as consultant shall be the greater of the remaining years of the agreement or three years. We have the option to extend the term of consultancy for up to two additional years. Any, then existing, long-term incentive equity grants will continue to vest during the time in

which Mr. Thomlinson serves as a consultant. Upon

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a change in control, if Mr. Thomlinson's status has not been converted to that of independent contractor, and if Brightpoint terminates Mr. Thomlinson's employment other than for reasons of death, disability or cause then he is to be paid the greater of (a) the remaining salary payable for the remainder of the term of his employment agreement or (b) \$1,000,000.

*Mr. Gupta's Agreement*

In January 2010, we entered into an employment agreement with Mr. Gupta as President, Europe, Middle East and Africa. Mr. Gupta's annual salary is \$475,000 and such bonuses as our board of directors or the compensation committee of the board may from time to time determine. Mr. Gupta's Employment Agreement originally provided for a base salary of \$375,000 but this was increased in June 2010 with an effective date of January 1 2010 to \$475,000, in accordance with the terms of his contract, by the board of directors upon the recommendation of the compensation committee. Mr. Gupta's agreement also provided a one-time signing bonus of US\$150,000. Mr. Gupta is entitled to certain benefits associated with his international assignment including relocation, housing, automobile and tax assistance. The agreement has an initial two year term, and, following the initial term, is renewable automatically for successive one year periods unless, more than 30 days prior to the expiration of the initial term or any renewal term, either Mr. Gupta or the company give the other party written notice of non-renewal. If we terminate Mr. Gupta's employment for cause or as a result of Mr. Gupta's death or disability, then Mr. Gupta is entitled to receive his base salary through the date of his termination, death or disability, as applicable. If we terminate Mr. Gupta other than for cause, death or disability, then Mr. Gupta is entitled to reasonable relocation costs to repatriate Mr. Gupta and his family to the United States, as well as Mr. Gupta's salary through the date of such termination. Additionally, the agreement gives Mr. Gupta the opportunity to execute a Separation Agreement and Release of Claims which shall include provisions for (i) a separation payment and (ii) the immediate vesting of all options and/or restricted stock units granted to Mr. Gupta. The separation payment shall be the lesser of (i) an amount equal to the cash compensation defined as base salary and bonus opportunity that would be paid to Mr. Gupta during the remaining term of the agreement (such amount shall not be less than one year's base salary) or (ii) US\$1,000,000. The agreement also contains non-competition and confidentiality provisions.

*Executive equity and bonus programs**2004 Long-Term Incentive Plan*

The equity component of our executive compensation program is derived from our 2004 Plan, which is administered by the compensation committee. Currently our incentive plan enables the compensation committee to grant to our employees, including our named executive officers, the employees of our subsidiaries, our directors, our consultants and other persons who are expected to contribute to our success, the following types of equity awards under the plan:

- non-qualified incentive stock options,
- performance units;
- restricted stock;
- deferred stock;
- other stock-based awards (which includes restricted stock units); and
- cash based awards.

Prior to 2005, all performance-based equity compensation for named executive officers was issued in the form of stock options. Beginning in 2005, we began issuing restricted stock units in combination with stock options and restricted stock awards as part of our equity program, primarily because of the increased stock-based compensation expense associated with stock options and similar instruments under SFAS 123R. Since 2006, all of our performance-based equity compensation has been issued under our 2004 Plan in the form of restricted stock units.





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No participant may be granted awards under the plan relating to more than 2,025,000 shares of our common stock in the aggregate, in any year. The total number of shares reserved and available for distribution under the incentive plan was originally set at 4,050,000 shares and was increased by 2,173,953 at the 2008 annual meeting and by 7,000,000 at the 2009 annual meeting for a total of 13,223,953 shares reserved and available for grant under the Plan. As of December 31, 2010, a total of 6,779,003 of such shares had been granted or reserved and 6,444,950 were available for future award grants.

In 2009 we sought and received shareholder approval to amend and restate our 2004 Plan to provide for (i) an increase in the number of common shares available for issuance under the 2004 Plan by 7,000,000, (ii) a double trigger change of control provision for all awards made after the approval of the amendments to the 2004 Plan and (iii) a prohibition against (x) reducing the exercise price of any stock options, (y) cancelling stock options that are not in-the-money and (z) re-granting or exchanging stock options for new stock options or other awards.

*2010 Executive Equity and Bonus Programs*

In February 2010, the compensation committee adopted our 2010 executive bonus and equity program and, as part of that program, granted performance-based restricted stock units under our 2004 Plan to each of our executive officers, including our chief executive officer. These grants were subject to forfeiture, in whole or in part if we did not achieve certain pre-established performance measures, including adjusted income from continuing operations (a non-GAAP measure), weighted at 50%, and four equally weighted strategic measures also weighted, in the aggregate, at 50%. In February 2011, our compensation committee determined that the predetermined financial measure relating to adjusted income from continuing operations was met and that each of the strategic performance measures under the 2010 executive equity plan were achieved or exceeded. As a result, one hundred percent (100%) of the grants made as part of the 2010 executive equity program were earned by our executive officers. These earned grants commenced vesting in three equal annual installments commencing in February 2011.

As part of our 2010 bonus and equity program approved by the compensation committee in February 2010, our executive officers were provided the opportunity to earn performance-based cash bonuses that could be earned based upon the achievement of certain financial and strategic measures as described earlier in this document in the section entitled *Compensation Discussion and Analysis*. In February 2011, our compensation committee determined that the predetermined company-wide and regional financial measures relating to adjusted income from continuing operations were achieved or exceeded and that each of the strategic performance measures under the 2010 executive equity plan were achieved or exceeded. As a result, each of the named executive officers were awarded performance based cash bonuses under our 2010 executive bonus and equity program in the specific amounts set forth in the *Bonus Payout as Percent of Target* table set forth in the *Compensation Discussion and Analysis* section of this proxy and ranging from between approximately 119% and 125% of the performance cash bonus target.

**Table of Contents****Outstanding equity awards at 2010 fiscal year-end**

The following table discloses, for each named executive officer, his unexercised options and unvested stock and equity incentive plan awards outstanding as of our fiscal year ended December 31, 2010:

Name	Option Awards				Stock Awards			
	Number of securities underlying options		Equity incentive plan awards		Market value of shares or units of stock that have not vested		Market or payout value of unearned shares, units or other rights that have not vested	
	Exercisable	Unexercisable	Option exercise price	Option exercise date	Number of shares or units of stock that have not vested	Market value of shares or units of stock that have not vested	Number of unearned shares, units or other rights that have not vested	Market or payout value of unearned shares, units or other rights that have not vested
Robert J. Laikin Chairman of the Board and Chief Executive Officer	#	#	\$		553,792 (1)	\$ 4,834,604	216,644 (6)	\$ 1,891,302
J. Mark Howell President, Americas					249,849 (2)	\$ 2,181,182	99,725 (6)	\$ 870,599
Anthony W. Boor Executive Vice President, Chief Financial Officer and Treasurer					187,147 (3)	\$ 1,633,794	91,988 (6)	\$ 803,055
R. Bruce Thomlinson (2) President, Asia Pacific					180,052 (4)	\$ 1,571,854	98,708 (6)	\$ 861,721
Anurag Gupta President, Europe, Middle East and Africa					80,728 (5)	\$ 704,755	64,477 (6)	\$ 562,884

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- (1) Represents (i) 180,000 shares of restricted stock that vest on April 7, 2013 (eighth anniversary of the grant date), (ii) 8,000 shares of restricted stock that vest in two equal annual installments beginning February 6, 2011, (iii) 180,000 restricted stock units that vest in two equal installments beginning February 3, 2011, (iv) 16,304 restricted stock units that vested on February 14, 2011, (v) 86,957 restricted stock units that vest in two equal installments on the fourth and sixth anniversary of the grant date (February 14, 2008), and (vi) 82,531 restricted stock units that vest in two equal installments beginning February 19, 2011.
- (2) Represents (i) 90,000 shares of restricted stock that vest on April 7, 2013 (eighth anniversary of the grant date), (ii) 2,898 restricted stock units that vested on February 14, 2011, (iii) 91,667 restricted stock units that vest in two equal installments beginning February 3, 2011, (iv) 7,971 restricted stock units that vested on February 14, 2011, and (v) 57,313 restricted stock units that vest in two equal annual installments beginning February 19, 2011.
- (3) Represents (i) 2,898 restricted stock units that vested on February 14, 2011, (ii) 50,000 restricted stock units that vest on February 14, 2012 (the fourth anniversary of the date of the grant), (iii) 75,000 restricted stock units that vest in two equal installments beginning February 3, 2011, (iv) 6,521 restricted stock units that vested on February 14, 2011, and (v) 52,728 restricted stock units that vest in equal installments beginning February 19, 2011.
- (4) Represents (i) 67,500 restricted stock units that vest on June 2, 2013 (the eighth anniversary of the grant date), (ii) 6,000 restricted stock units that vested on February 6, 2011, (iii) 2,898 restricted stock units that vested on February 14, 2011, (iv) 69,043 restricted stock units that vest in two equal installments beginning February 3, 2011, (v) 8,044 restricted stock units that vested on February 14, 2011, and (vi) 26,567 restricted stock units that vest in two equal installments beginning February 19, 2011.
- (5) Represents (i) 6,000 shares of restricted stock that vested on February 6, 2011 and (ii) 1,449 restricted stock units that vested on February 14, 2011, (iii) 16,666 restricted stock units that vest in two equal installments beginning February 3, 2011, (iv) 1,811 restricted stock units that vested on February 14, 2011, (v) 25,000 restricted stock units that vest in three equal installments beginning February 19, 2011, and (vi) 29,802 restricted stock units that vest in two equal installments beginning February 19, 2011.
- (6) Represents restricted stock units subject to our 2010 executive equity program. The compensation committee determined these shares were earned in February 2011 and these shares vest in three equal annual installments beginning in February 2011.

**Table of Contents****Option exercises and stock vested in 2010**

The following table sets forth information concerning the number of shares acquired and dollar amounts realized by each of the named executive officers during the fiscal year ended December 31, 2010 on the exercise of stock options and the vesting of restricted stock or restricted stock units held by the named executive officers as of December 31, 2010:

Name	Option Awards		Stock Awards	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$)	Number of shares acquired on vesting (#)	Value realized on vesting (\$)
Robert J. Laikin Chairman of the Board and Chief Executive Officer			362,635	\$ 2,617,298
J. Mark Howell President, Americas			210,697	\$ 1,517,867
Anthony W. Boor Executive Vice President, Chief Financial Officer and Treasurer			84,934	\$ 570,175
R. Bruce Thomlinson President, Asia Pacific			73,815	\$ 492,931
Anurag Gupta President, Europe, Middle East and Africa			29,954	\$ 206,547

**Table of Contents****2010 pension benefits table**

The following table sets forth information concerning each plan that provides for payments of other benefits at, following, or in connection with retirement with respect to each of the named executive officers during the fiscal year ended December 31, 2010:

<b>Name</b>	<b>Plan name</b>	<b>Number of years credited service (#) (1)</b>	<b>Present value of accumulated benefit(s) (2)</b>	<b>Payments during last fiscal year</b>
Robert J. Laikin Chairman of the Board and Chief Executive Officer	Brightpoint, Inc. Amended & Restated Agreement for Supplemental Executive Retirement Benefits	21.5	\$ 1,766,040	None
J. Mark Howell President, Americas	Brightpoint, Inc. Amended & Restated Agreement for Supplemental Executive Retirement Benefits	16.5	\$ 691,333	None
Anthony W. Boor Executive Vice President, Chief Financial Officer and Treasurer	Brightpoint, Inc. Agreement for Supplemental Executive Retirement Benefits	12.4	\$ 489,155	None
R. Bruce Thomlinson President, Asia Pacific	N/A	N/A	N/A	N/A
Anurag Gupta President, Europe, Middle East and Africa	N/A	N/A	N/A	N/A

(1) The SERP calculation does not include years of service, which are included for informational purposes only.

(2) Figures represent present value of the benefit as calculated by Mercer Consulting. Retirement is assumed to occur at the plan's unreduced retirement age of 60 for Mr. Boor and 62 for Mr. Howell and Mr. Laikin and paid in the form of a temporary life annuity for not more than ten years. The present values for December 31, 2010 were determined using a discount rate of 5.25%.

Our amended and restated SERP agreements with Messrs. Laikin and Howell and our SERP agreement with Mr. Boor provide a supplemental retirement benefit for each of Messrs. Laikin, Howell and Boor subject to a cap amount.

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Assuming annual salary increases of 3% per year, the anticipated payments pursuant to the SERP agreements would reach the cap amount and would be paid in approximately the following amounts: \$496,000 per year to Mr. Laikin commencing at age 50; \$344,000 per year to Mr. Howell commencing at age 53; and \$344,000 per year to Mr. Boor commencing at age 60. Payment under the amended and restated SERP agreements is contingent upon termination of service.

The SERP agreements we have entered into with each of Messrs. Laikin and Howell do not provide an enhanced or reduced benefit based on the circumstances regarding termination, except that (a) if such person is fired for cause, he may not receive any payments under the SERP agreement until he has reached age 62 and (b) there is no survivor benefit in the event that termination results from the executive's death. The SERP agreement we have entered into with Mr. Boor does not provide an enhanced or reduced benefit based on the circumstances regarding termination, except that (a) if he is terminated for cause he may not receive any payments under the SERP agreement and (b) there is no survivor benefit in the event that termination results from the executive's death.

**Table of Contents****Potential payments upon termination or change of control****General**

With respect to termination by us of a named executive officer's employment for cause (at any time) or by the named executive officer of his employment without good reason (and not as a result of a change of control), the executive is only entitled to his accrued and unpaid salary and his unvested stock options, restricted stock units and shares of restricted stock are deemed forfeited at such time. The following table sets forth potential payments receivable by our named executive officers upon termination of their employment under the various circumstances listed and assumes for purposes of calculating amounts due that the executive was terminated as of December 31, 2010:

Benefit	Termination of executive's employment by executive:			Termination of executive's employment by us:		
	Within 12 months after change of control, without good reason	Prior to change of control, with good reason	After change of control, with good reason	Prior to change of control, without cause	After change of control, without cause	For death or disability
<b>Robert J. Laikin</b> <sup>(1)(2)</sup> :						
Severance <sup>(3)</sup>	\$ 9,000,000 <sup>(4)</sup>	\$ 9,000,000 <sup>(4)</sup>	\$ 9,000,000 <sup>(5)</sup>	\$ 9,000,000 <sup>(4)</sup>	\$ 9,000,000 <sup>(5)</sup>	\$ 1,350,000 <sup>(6)</sup>
Acceleration of long-term incentives	\$ 1,571,400 <sup>(7)(8)</sup>	\$ 1,571,400 <sup>(7)</sup>	\$ 1,571,400 <sup>(7)(8)</sup>	\$ 1,571,400 <sup>(7)</sup>	\$ 1,571,400 <sup>(7)(8)</sup>	\$ 5,154,201 <sup>(9)</sup>
Tax gross up	\$	\$	\$	\$	\$	\$
<b>J. Mark Howell</b> <sup>(1)(2)</sup> :						
Severance <sup>(3)</sup>	\$ 4,500,000 <sup>(4)</sup>	\$ 4,500,000 <sup>(4)</sup>	\$ 4,500,000 <sup>(5)</sup>	\$ 4,500,000 <sup>(4)</sup>	\$ 4,500,000 <sup>(5)</sup>	\$ 870,000 <sup>(6)</sup>
Acceleration of long-term incentives	\$ 785,700 <sup>(7)(8)</sup>	\$ 785,700 <sup>(7)</sup>	\$ 785,700 <sup>(7)(8)</sup>	\$ 785,700 <sup>(7)</sup>	\$ 785,700 <sup>(7)(8)</sup>	\$ 2,885,216 <sup>(9)</sup>
Tax gross up	\$	\$	\$	\$	\$	\$
<b>Anthony W. Boor</b> <sup>(1)(2)</sup> :						
Severance <sup>(10)</sup>	\$ 1,599,650 <sup>(10)</sup>	\$ 1,599,650 <sup>(10)</sup>	\$ 1,599,650 <sup>(10)</sup>	\$ 1,599,650 <sup>(10)</sup>	\$ 1,599,650 <sup>(10)</sup>	\$ 177,000 <sup>(11)</sup>
Acceleration of long-term incentives	\$ 1,150,350 <sup>(7)(8)</sup>	\$	\$ 1,150,350 <sup>(7)(8)</sup>	\$ 1,150,350 <sup>(7)(8)</sup>	\$ 1,150,350 <sup>(7)(8)</sup>	\$ 2,189,810 <sup>(9)</sup>
Tax gross up	\$ 1,010,532	\$	\$ 1,010,532	\$ 1,010,532	\$ 1,010,532	\$
<b>R. Bruce Thomlinson</b> :						
Severance <sup>(3)</sup>	\$ 1,268,488 <sup>(12)</sup>	\$ 1,268,488 <sup>(12)</sup>	\$ 1,268,488 <sup>(12)</sup>	\$ 1,268,488 <sup>(12)</sup>	\$ 977,200 <sup>(13)</sup>	\$



Acceleration of long-term incentives	\$ 2,082,133 <sub>(8)(14)</sub>	\$	\$ 2,082,133 <sub>(8)(14)</sub>	\$	\$ 2,082,133 <sub>(8)(14)</sub>	\$ 2,082,133 <sub>(9)</sub>
Tax gross up	\$	\$	\$	\$	\$	\$

**Anurag**

**Gupta:**

Severance	\$ 475,000 <sub>(15)</sub>	\$ 475,000 <sub>(15)</sub>	\$ 475,000 <sub>(15)</sub>	\$ 712,500 <sub>(16)</sub>	\$ 1,000,000 <sub>(17)</sub>	\$ 0 <sub>(18)</sub>
Acceleration of long-term incentives	\$ 1,267,640 <sub>(14)</sub>	\$ 1,267,640 <sub>(14)</sub>	\$ 1,267,640 <sub>(14)</sub>	\$ 1,267,640 <sub>(14)</sub>	\$ 1,267,640 <sub>(14)</sub>	\$ 1,267,640 <sub>(14)</sub>
Tax gross up	\$	\$	\$	\$	\$	\$

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- (1) In addition to the payments outlined herein, Messrs. Laikin, Howell and Boor are eligible for payments under supplemental executive retirement plans that will provide ten-year annuities commencing at the later of the executive's date of termination or age 50 (Mr. Laikin), or age 53 (Mr. Howell) or the termination date (Mr. Boor). A full discussion of these supplemental executive retirement plans may be found above in the section entitled Executive compensation 2010 pension benefits table.
- (2) The aggregate amount of (a) any cash severance payment made to the executive and (b) the value of any stock options and restricted stock awards or restricted stock units of the executive that are accelerated as a result of the termination of the executive's employment, may not exceed a designated severance cap of \$9,000,000 for Mr. Laikin, \$4,500,000 for Mr. Howell and \$2,750,000 for Mr. Boor; provided, however, that the value (\$1,571,400 in the case of Mr. Laikin and \$785,700 in the case of Mr. Howell) attributable to the accelerated vesting of the shares of restricted stock granted to Messrs. Laikin and Howell on April 7, 2005 is explicitly excluded from the severance caps applicable to such executives. For purposes of this table, we have assumed that, in situations where the executive's severance cap would be exceeded, the executive has chosen to receive first the maximum amount of his cash severance payment permitted by such severance cap and then, to the extent the severance cap is not yet exceeded, the remainder in acceleration of long-term incentives.
- (3) Severance payments include value of life, health and long-term disability insurance premiums and matching 401(k) contributions made by us.
- (4) Entitled to a payment equal to the greater of (a) \$2,250,000 in the case of Mr. Laikin and \$1,650,000 in the case of Mr. Howell and (b) five times his total compensation earned during the prior 12 months (including bonus and the value of all perquisites), subject to his applicable severance cap.
- (5) Entitled to a payment equal to ten times his total compensation earned during the prior 12 months (including bonus, the value of all perquisites and value of all stock options granted during such period), subject to his applicable severance cap.
- (6) In the event that the executive is terminated due to his disability, he will receive 100% of his salary for one year and 50% of his salary for a second year. Does not include up to \$12,000 per month that the executive might qualify for under our long-term disability plan.
- (7) Entitled to immediate vesting of all stock options (which may then be exercised for a period of up to 180 days) and immediate vesting of all shares of restricted stock, subject, in the case of Messrs. Laikin, Howell and Mr. Boor, to the executive's applicable severance cap.

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- (8) Entitled to immediate vesting of all restricted stock units, subject, in the case of Messrs. Laikin, Howell and Mr. Boor, to the executive's applicable severance cap. Does not include the impact of unearned restricted stock units under the 2010 executive equity incentive plan.
- (9) Entitled to (a) immediate vesting of all shares of restricted stock that would otherwise have become vested on the next vesting day to occur after the executive's death or disability, and (b) immediate vesting of all restricted stock units that have been earned as of the date of the executive's death or disability.
- (10) Entitled to a lump sum payment equal to 2.99 times his salary (excluding any bonus or perquisites) earned or received during the prior 12 months.
- (11) In the event that the executive is terminated due to his disability, he will receive 60% of his salary for one year, which will be reduced by any payments received under our long-term disability plan.
- (12) Entitled to a lump sum payment equal to his aggregate emoluments (defined as base salary, bonus and the value of all perquisites, but excluding the value of any equity) for the prior 12 months.
- (13) Entitled to a lump sum payment equal to three times the total salary earned by him during the prior 12 months, subject to a severance cap of AUD 1,320,795 (U.S. \$1,290, 681) at December 31, 2010 in the case of Mr. Thomlinson.
- (14) Entitled to immediate vesting of stock options and restricted stock units.
- (15) Mr. Gupta may provide notice of non-renewal and will receive continued salary through the expiration of the initial term (12/31/2011).
- (16) Mr. Gupta will be provided an opportunity to execute a Separation Agreement and Release of Claims which shall include a separation payment to Mr. Gupta and a provision providing for the immediate vesting of all options and/or restricted stock units. The separation payment shall be the lesser of a) an amount equivalent to the Cash Compensation defined as base salary and bonus opportunity that would be paid to Mr. Gupta during the remaining term of the employment agreement (such amount will not be less than one year's base salary) or b) \$1,000,000.
- (17) Mr. Gupta will be provided an opportunity to execute a Separation Agreement and Release of Claims which shall include a separation payment to Mr. Gupta and a provision providing for the immediate vesting of all options and/or restricted stock units. The separation payment shall be the greater of a) an amount equivalent to the Cash Compensation defined as base salary and bonus opportunity that would be paid to Mr. Gupta during the remaining term of the employment agreement or b) \$1,000,000.
- (18) Entitled to benefits provided to all U.S. based executives and employees.

**Table of Contents*****Employment Agreements******General***

Pursuant to their respective employment agreements, our named executive officers are entitled to payments upon a change of control and, in some cases, upon termination of their employment with us for other reasons, depending on the circumstances in which they leave their employment with us. Generally, the employment agreements with our named executive officers provide that upon a change of control, they are entitled to a lump sum payment equal to a multiple of their base salary (or their base compensation) if we terminate their employment in breach of their agreement other than for disability or cause. In addition, some of the agreements with our named executive officers provide for accelerated vesting of their stock options and/or restricted stock awards upon the termination of their employment under certain circumstances. A more detailed discussion of each of our employment agreements with our named executive officers, including, where applicable, details with respect to their severance formulas and severance caps and the definitions used in such agreements for terms such as change of control, good reason and cause, are set forth above in the section entitled Employment agreements with named executive officers.

***Severance Payments***

Each of Messrs. Laikin and Howell is entitled to a lump sum severance payment equal to the greater of (a) a designated amount and (b) a multiple of five times the aggregate salary, bonus and perquisites received by him during the prior 12 months, subject in each case to a designated severance cap, in the event that, prior to and not as a result of a change of control, his employment is terminated either by him with good reason or by us other than for disability or cause or in the event that he terminates his employment within 12 months after a change of control. In addition, each of them is entitled to a higher lump sum severance payment, an amount equal to ten times the aggregate salary, bonus, value of any perquisites and value of any stock options received by him during the prior 12 months, subject to his severance cap, if his employment is terminated either by him with good reason or by us other than for disability or cause, in each case, after or as a result of a change of control.

The employment agreements of each of Messrs. Laikin and Howell provide that in the event that the aggregate severance payments or benefits provided to him under his employment agreement and under all plans, programs and arrangements of the employer, referred to as the severance total, is determined to constitute a parachute payment under the Internal Revenue Code of 1986, as amended, then the severance total will be increased by an amount, referred to as the increase, sufficient so that after he pays (a) any income taxes on the increase and (b) any excise tax on the sum of the severance total and the increase, he will have received an amount, net of such taxes, equal to the severance total. Pursuant to their employment agreements neither Mr. Laikin nor Mr. Howell will be required to repay to us any amount that is finally determined by the Internal Revenue Service to have been in excess of the amount permitted to be received without incurring such excise tax.

Mr. Boor is entitled to a lump sum severance payment equal to 2.99 times the salary he received during the 12 months prior to the termination of his employment in the event that we, at any time, terminate his employment (other than for cause or disability) in breach of his employment agreement or he terminates his employment agreement either with good reason or within 12 months after a change of control. Mr. Boor's employment agreement provides that in the event any excise tax is due with respect to severance payments made under his employment agreement then the severance payments will be increased so that the excise tax on such severance pay shall be paid, as well as any income tax payable on such excise tax.

Mr. Gupta is entitled to receive, other than for cause, death or disability, reasonable relocation costs to repatriate Mr. Gupta and his family to the United States, as well as Mr. Gupta's salary through the date of such termination. Additionally, the agreement gives Mr. Gupta the opportunity to execute a Separation Agreement and Release of Claims which shall include provisions for (i) a separation payment and (ii) the immediate vesting of all options and/or restricted stock units granted to Mr. Gupta. The separation payment shall be the lesser of (i) an amount equal to the cash compensation defined as base salary and bonus opportunity that would be paid to Mr. Gupta during the remaining term of the agreement (such amount shall not be less than one year's base salary) or (ii) \$1,000,000.

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Mr. Thomlinson or the company may terminate the agreement other than for disability or cause and convert Mr. Thomlinson's status to that of an independent contractor upon 90 days prior written notice. We may convert Mr. Thomlinson's status to independent contractor by providing a payment of 90 days remuneration in lieu of notice. If we terminate Mr. Thomlinson in such manner, and Mr. Thomlinson executes a normal release of claim, we shall pay Mr. Thomlinson USD \$500,000, less taxes, and we shall engage Mr. Thomlinson as a consultant. Upon a change in control, if Mr. Thomlinson's status has not been converted to that of independent contractor, and if Brightpoint terminates Mr. Thomlinson's employment other than for reasons of death, disability or cause then he is to be paid the greater of (a) the remaining salary payable for the remainder of the term of his employment agreement or (b) \$1,000,000.

*Post-termination obligations to us*

While employed by us and for a period of two years after his employment with us terminates, each of Messrs. Laikin, Howell, Gupta and Boor has agreed not to engage in or have an interest in or offer any services to any business competitive with our principal business activities. Each of these executives has also agreed that for two years after his employment with us has terminated, he will not:

use, disseminate, or disclose any of our confidential information; or

interfere with or disrupt our business activities, including soliciting our customers or personnel.

Each has also agreed that at no time during the term of his respective employment agreement or thereafter will he disparage our commercial, business or financial reputation or misappropriate any of our trade secrets.

Mr. Thomlinson has agreed that during the term of his employment and for a period of one year following the termination of his employment, he will not compete with us in any territory in which he performed services for us pursuant to his employment agreement, and he will not have any interest in, or render services to, any of our competitors. Each has also agreed that during such one year period, he will not interfere with or disrupt our business activities, including soliciting our customers or personnel.

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**PROPOSAL 2:  
ADVISORY VOTE ON COMPENSATION  
OF NAMED EXECUTIVE OFFICERS**

The Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted in July 2010, requires that we provide our shareholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the Securities and Exchange Commission.

As described in detail under the heading *Compensation Discussion and Analysis*, we seek to structure the compensation of our executives in a manner that aligns pay with performance and the interests of our named executive officers with the interests of our shareholders, and that also enables us to attract and retain top talent to promote the success of our company. Our compensation programs are designed to reward performance that drives long-term shareholder value as well as our commitment to employees, partners and other stakeholders, while at the same time avoiding the encouragement of unnecessary or excessive risk-taking.

In fiscal 2010 our named executive officers led the company to a number of strong achievements including: (i) a thirteen percent (13%) increase in revenue; (ii) a thirty percent (30%) increase in earnings per diluted share; (iii) a forty-four percent (44%) increase in ROIC; (iv) a fifty-seven percent (57%) increase in AICO per diluted share; and (v) an increase of approximately 19% in the number of wireless devices handled, all in comparison to 2009. In addition, we achieved or exceeded the predetermined financial and strategic performance measures set at the beginning of the year. Please read the Compensation Discussion and Analysis section of this proxy statement for details regarding executive compensation and for a discussion of the philosophy and objectives of Brightpoint's 2010 compensation plan for our named executive officers.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the Securities and Exchange Commission. The vote is advisory, which means that the vote is not binding on the company, our board of directors or the compensation committee. However, even though the vote on this proposal is non-binding, the board of directors and compensation committee value shareholder opinions and will consider the outcome of the vote when making future decisions regarding the compensation of our named executive officers.

Accordingly, we ask our shareholders to vote on the following resolution at the Annual Meeting:

RESOLVED, that the compensation paid to the company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE *FOR* THE APPROVAL OF THE RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT.**

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**PROPOSAL 3:  
ADVISORY VOTE ON SELECTION OF THE FREQUENCY  
OF ADVISORY VOTE ON EXECUTIVE COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act also provides that shareholders must be given the opportunity to vote, on a non-binding, advisory basis, for their preference as to how frequently we should seek future advisory votes on the compensation of our named executive officers as disclosed in accordance with the compensation disclosure rules of the Securities and Exchange Commission, which we refer to as an advisory vote on executive compensation. By voting with respect to this Proposal 3, shareholders may indicate whether they would prefer that we conduct future advisory votes on executive compensation once every one, two, or three years. Shareholders also may, if they wish, abstain from casting a vote on this proposal.

After careful consideration, our board of directors has determined that an annual advisory vote on executive compensation will allow our shareholders to provide timely, direct input on the company's executive compensation philosophy, policies and practices as disclosed in the proxy statement each year. The board believes that an annual vote is therefore consistent with the company's efforts to engage in an ongoing dialogue with our shareholders on executive compensation and corporate governance matters.

This advisory vote on the frequency of future advisory votes on executive compensation is non-binding on the board of directors. Shareholders will be able to specify one of four choices for this proposal on the proxy card: 1 year, 2 years, 3 years or abstain. Shareholders are not voting to approve or disapprove the board's recommendation. Although non-binding, the board and the compensation committee will carefully review the voting results. Notwithstanding the board's recommendation and the outcome of the shareholder vote, the board may in the future decide to conduct advisory votes on a more or less frequent basis and may vary its practice based on factors such as discussions with shareholders and the adoption of material changes to compensation programs.

Shareholders may cast a vote on the preferred voting frequency by selecting the option of 1 year, 2 years, 3 years, or abstain when voting on this proposal. The proxy card provides shareholders with the opportunity to choose among four options (holding the vote every one, two or three years, or abstaining) and, therefore, shareholders will not be voting to approve or disapprove the recommendation of the Board of Directors.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR 1 YEAR FOR THE RECOMMENDED FREQUENCY OF SHAREHOLDER VOTES REGARDING THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.**

**Table of Contents****OTHER INFORMATION RELATING TO OUR DIRECTORS AND EXECUTIVE OFFICERS AND RELATED SHAREHOLDER MATTERS****Voting security ownership of certain beneficial owners and management**

The following table sets forth certain information regarding the beneficial ownership of Brightpoint's common stock as of the record date, based on information obtained from the persons named below, by:

each person known by us to own beneficially more than five percent of our common stock;

each of our executive officers;

each of our directors; and

all of our executive officers and directors as a group.

Except as indicated by footnote, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all securities beneficially owned, subject to community property laws where applicable. The shares beneficially owned by a person are determined in accordance with the definition of beneficial ownership set forth in the regulations of the SEC and, accordingly, shares of our common stock subject to options, warrants, restricted stock units or other convertible securities that are exercisable or convertible within 60 days of March 18, 2011 are deemed to be beneficially owned by the person holding such securities and to be outstanding for purposes of determining such holder's percentage ownership. The same securities may be beneficially owned by more than one person. Shares of common stock subject to options, warrants, restricted stock units, or other convertible securities that are not exercisable or do not vest within 60 days of March 18, 2011 are not included in the table below as shares beneficially owned. Percentage of common stock beneficially owned is based on 68,194,235 shares of common stock outstanding as of March 18, 2011.

<b>Name and address of beneficial owner (1)</b>	<b>Number of shares of common stock beneficially owned</b>	<b>% of common stock beneficially owned</b>
Invesco Ltd. (2)	6,438,821	9.4%
BlackRock, Inc. (3)	5,312,850	7.8%
Chilton Investment Company (4)	5,240,030	7.8%
Paradigm Capital Management, Inc. (5)	4,501,407	6.6%
Frontier Capital Management Co., LLC (6)	4,377,276	6.4%
Cramer Rosenthal McGlynn LLC (7)	3,773,800	5.5%
Robert J. Laikin (8)	397,866	*
J. Mark Howell (9)	357,332	*
Anthony W. Boor (10)	29,467	*



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<b>Name and address of beneficial owner (1)</b>	<b>Number of shares of common stock beneficially owned</b>	<b>% of common stock beneficially owned</b>
R. Bruce Thomlinson (11)	165,368	*
Anurag Gupta (12)	36,526	*
Craig Carpenter (13)	5,055	*
John Alexander du Plessis Currie (14)	141,221	*
Vincent Donargo (15)	19,053	*
Larry Paulson	11,873	*
Richard W. Roedel	99,737	*
Jerre L. Stead (16)	95,350	*
Eliza Hermann	31,554	*
Marisa E. Pratt	29,661	*
Kari-Pekka Wilska	16,555	*
Cynthia L. Lucchese	0	*
Gov. Thomas J. Ridge	0	*
John F. Levy	2,000	*
All directors and executive officers as a group (17 persons) (17)	1,438,618	2.1%

\* Less than 1%

- (1) The address for each of such individuals, unless specified otherwise in a subsequent footnote, is in care of Brightpoint, Inc., 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278.
- (2) Based solely on a Schedule 13G filed with the SEC on February 7, 2011 by Invesco Ltd. The address for Invesco Ltd. is 1555 Peachtree Street N.E., Atlanta, Georgia 30309.
- (3) Based solely on a Schedule 13G/A filed with the SEC on February 3, 2011 by BlackRock, Inc. The address for BlackRock, Inc. is 40 East 52nd Street, New York, New York 10022.
- (4) Based solely on a Schedule 13G/A filed with the SEC on February 14, 2011 by Chilton Investment Company, LLC. The address for Chilton Investment Company, LLC is 1266 East Main Street, 7<sup>th</sup> Floor, Stamford, Connecticut 06902.

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- (5) Based solely on a Schedule 13G filed with the SEC on February 14, 2011 by Paradigm Capital Management, Inc. The address for Paradigm Capital Management, Inc. is Nine Elk Street, Albany, New York 12207.
- (6) Based solely on a Schedule 13G filed with the SEC on February 14, 2011 by Frontier Capital Management Co., LLC. The address for Frontier Capital Management Co., LLC is 99 Summer Street, Boston, Massachusetts 02110.
- (7) Based solely on a Schedule 13G filed with the SEC on February 11, 2010 by Cramer Rosenthal McGlynn LLC. The address for Cramer Rosenthal McGlynn LLC is 520 Madison Avenue, New York, New York 10022.
- (8) Includes 184,000 shares of restricted stock awarded under our Amended and Restated 2004 Long-Term Stock Incentive Plan. Does not include 636, 491 restricted stock units.
- (9) Includes 90,000 shares of restricted stock awarded under our Amended and Restated 2004 Long-Term Stock Incentive Plan. Does not include 233, 566 restricted stock units.
- (10) Does not include 248,081 restricted stock units.
- (11) Does not include 272,717 restricted stock units.
- (12) Does not include 163,656 restricted stock units.
- (13) Does not include 80,084 restricted stock units.
- (14) Includes 45,000 shares of restricted stock awarded under our Amended and Restated 2004 Long-Term Stock Incentive Plan. Does not include 149,476 restricted stock units.
- (15) Does not include 79,576 restricted stock units.
- (16) Includes 54,974 shares owned of record by JMJS Group, LLP, which are beneficially owned by Mr. Stead.
- (17) Does not include 1,863,647 Restricted Stock Units.

**Voting arrangements with shareholders**

The company is not party to any shareholder voting arrangements.

**Table of Contents****Equity compensation plans in effect at December 31, 2010**

The following table provides certain information with respect to all of our equity compensation plans in effect as of December 31, 2010:

<b>Plan category</b>	<b>Number of securities to be issued upon exercise of outstanding options and rights</b>	<b>Weighted-average exercise price of outstanding options and rights</b>	<b>Number of securities remaining available for issuance under equity compensation plans, excluding securities reflected in column</b>
Equity compensation plans approved by shareholders: (Amended and Restated 2004 Long-Term Incentive Plan) <sup>(1)</sup>	45,745	\$11.82	9,945,901

(1) There are 9,945,901 shares available for issuance under the Amended and Restated 2004 Long-Term Incentive Plan including 6,444,950 shares available for grant and 3,500,951 previously granted restricted stock units granted as other stock based awards under that Plan that remain unissued.

Under the Amended and Restated 2004 Long-Term Incentive Plan, we may grant stock options, performance units, restricted shares, deferred stock and other stock-based awards.

**Compensation committee interlocks and insider participation**

During the fiscal year ended December 31, 2010, our board of directors, which includes Mr. Laikin, neither modified nor rejected any recommendations of the compensation committee. Also during the fiscal year ended December 31, 2010, none of our executive officers served on the board of directors or the compensation committee of any other company any of whose executive officers serve on either our board or our compensation committee.

**Transactions with related persons**

We utilize the services of a third party for the purchase of corporate gifts, promotional items and standard personalized stationery. Mrs. Judy Laikin, the mother of Robert J. Laikin, our chief executive officer, was the owner of this third party until June 1, 2000 and is currently an independent consultant to this third party. We purchased approximately \$163,000 and \$82,000 of services and products from this third party during 2010 and 2009, respectively. These purchases were subject to review and authorization by the audit committee; and we believe that these purchases were made on terms no less favorable to us than we could have obtained from an unrelated party.

During the fiscal years ended December 31, 2010 and 2009, we paid to an insurance brokerage firm, for which the father of Robert J. Laikin acts as an independent insurance broker, \$178,000 and \$192,000, respectively, in service fees. In addition, we pay certain insurance premiums to the insurance brokerage firm, which premiums were forwarded to our insurance carriers. These purchases were subject to review and authorization by the audit committee; and we believe these services were purchased on terms no less favorable to us than we could have obtained from an unrelated party.

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Our articles of incorporation and by-laws provide that we indemnify our officers and directors to the extent permitted by law. In connection therewith, we entered into indemnification agreements with our executive officers and directors. In accordance with the terms of these agreements we have reimbursed certain of our former executive officers and intend to reimburse our officers and directors for their legal fees and expenses incurred in connection with litigation and regulatory matters, if any. We did not make any such reimbursement payments during 2010.

Since March 27, 2006, the brother-in-law of Mr. Boor has been employed by Brightpoint's Americas operations and was recently promoted to the role of Senior Vice President Supply Chain for our Americas operations. During 2010, the brother-in-law of Mr. Boor received total compensation and benefits of \$245,486; this compensation was approved by the audit committee.

**Review, approval or ratification of transactions with related persons**

Pursuant to our Code of Business Conduct, all of our officers and directors who have family members or friends that are seeking to supply goods or services to Brightpoint are required to notify our general counsel, who will review the proposed transaction and notify the audit committee of our board of directors for review and action as he sees fit, including, if necessary, approval by our board of the proposed transaction.

**Section 16(a) beneficial ownership reporting compliance**

Based solely on a review of Forms 3, 4 and 5 and amendments thereto furnished to us with respect to our most recent fiscal year, the following reporting reports were not filed on a timely basis: (1) John Alexander du Plessis Currie filed a Form 4 on March 3, 2010 reporting a sale that occurred on February 24, 2010; (2) Alex Paskoff filed a Form 4 on May 20, 2010 reporting a grant of Restricted Stock Units that occurred on May 15, 2010; (3) Ryan Polk filed a Form 4 on May 21, 2010 that reported a sale of common stock that occurred on May 18, 2010; and Chad Anderson filed a Form 3 on May 26, 2010 to report his status as a Section 16 filer, which became effective on May 11, 2010.

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**REPORT OF AUDIT COMMITTEE**

The responsibilities of the audit committee are to assist the board of directors in fulfilling the board's oversight responsibilities with respect to (i) the integrity of the company's financial statements; (ii) the system of internal control over financial reporting; (iii) the performance, qualifications and independence of the company's independent registered public accounting firm; (iv) the company's internal audit function and (v) compliance with the company's ethics policies and applicable legal and regulatory requirements. The committee fulfills its responsibilities through periodic meetings with our independent registered public accounting firm, internal auditors and members of our management.

Throughout the year the audit committee monitors matters related to the independence of Ernst & Young LLP, our independent registered public accounting firm. As part of its monitoring activities, the committee obtained a letter from Ernst & Young, containing a description of all relationships between us and Ernst & Young. After reviewing the letter and discussing it with management, the audit committee discussed with Ernst & Young its overall relationship with us and any of those relationships described in the letter that could impact Ernst & Young's objectivity and independence. Based on its continued monitoring activities and year-end review, the committee has satisfied itself as to Ernst & Young's independence. Ernst & Young also has confirmed in its letter that, in its professional judgment, it is independent of Brightpoint within the meaning of the Federal securities laws and within the requirements of Rule 3526 of the Public Company Accounting Oversight Board, "Communication with Audit Committees Concerning Independence."

The audit committee also discussed with members of our management, our internal auditors and our independent registered public accounting firm, the quality and adequacy of our internal controls and the internal audit function's management, organization, responsibilities, budget and staffing. The committee reviewed with both our independent registered public accounting firm and our internal auditors their audit plans, audit scope, and identification of audit risks.

The audit committee discussed and reviewed with the independent registered public accounting firm all matters required by auditing standards generally accepted in the United States, including those described in SAS 114, "The Auditor's Communication with Those Charged with Governance", as adopted by the Public Company Accounting Oversight Board. With and without management present, the committee discussed and reviewed the results of the independent registered public accounting firm's examination of the financial statements. The committee also discussed the results of the internal audit examinations.

The committee reviewed and discussed our audited financial statements as of and for the fiscal year ended December 31, 2010 with our management and Ernst & Young. Management has the responsibility for the preparation and integrity of our financial statements and Ernst & Young, as our independent registered public accounting firm, has the responsibility for the examination of those statements. Based on the above-mentioned review and discussions with management and Ernst & Young, the audit committee recommended to our board of directors that our audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 for filing with the Securities and Exchange Commission. The committee also reappointed Ernst & Young as our independent registered public accounting firm and seeks shareholder ratification of such appointment.

**AUDIT COMMITTEE**

Richard W. Roedel, Chair,  
Cynthia L. Lucchese, and  
Marisa E. Pratt

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**PROPOSAL 4:  
RATIFICATION OF THE APPOINTMENT OF INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM**

We have engaged Ernst & Young LLP as our independent registered public accounting firm since October 1994. In connection with the audit of our 2010 financial statements, we entered into an engagement agreement with Ernst & Young that set forth the terms by which Ernst & Young will perform audit services for us. That agreement is subject to alternative dispute resolution procedures. Ernst & Young reported on our financial statements for the fiscal year ended December 31, 2010 and the audit committee of our board of directors has appointed Ernst & Young to audit and report on our financial statements for the year ending December 31, 2011.

Although shareholder approval of the appointment of Ernst & Young is not required by law, our board of directors believes that it is advisable to give shareholders an opportunity to ratify this appointment. In view of the difficulty and expense involved in changing auditors on short notice, however, should the shareholders not ratify the selection of Ernst & Young, it is contemplated that the appointment of Ernst & Young for the fiscal year ending December 31, 2011 will be permitted to stand unless the board finds other compelling reasons for making a change. Disapproval by the shareholders will be considered a recommendation that the board select other auditors for the following year. Furthermore, although the appointment of Ernst & Young is being submitted for shareholder ratification, the audit committee reserves the right, even after ratification by shareholders, to change the appointment of Ernst & Young as auditors, at any time during the 2011 fiscal year, if it deems such change to be in our best interests.

Representatives of Ernst & Young are expected to be present at our annual meeting and will be given the opportunity to make a statement, if they desire, and to respond to appropriate questions.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE *FOR* RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.**

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**AUDIT FEES AND RELATED MATTERS**

**Audit fees**

The aggregate fees for professional services rendered by Ernst & Young for the audit of our annual financial statements for the years ended December 31, 2010 and 2009, the review of the financial statements included in our quarterly reports on Form 10-Q for 2010 and 2009, audit of internal control over financial reporting and statutory audits of foreign subsidiaries totaled \$2,765,996 and \$2,977,496, respectively.

**Audit-related fees**

The aggregate fees for assurance and related services by Ernst & Young that are related to the performance of the audit or review of our financial statements, for the years ended December 31, 2010 and 2009, and that are not disclosed in the paragraph captioned **Audit Fees** above, were \$14,300 and \$17,050, respectively. The services performed by Ernst & Young in connection with these fees consisted of employee benefit plan audits.

**Tax fees**

The aggregate fees for professional services rendered by Ernst & Young for tax compliance, for the years ended December 31, 2010 and 2009, were \$204,941 and \$346,560, respectively. The aggregate fees billed by Ernst & Young for professional services rendered for tax advice and tax planning, for the years ended December 31, 2010 and 2009, were \$360,080 and \$559,009, respectively. The services performed by Ernst & Young in connection with these advisory and planning fees consisted primarily of tax audits and consultation regarding various tax planning issues.

**All other fees**

There were no fees for products and services by Ernst & Young, other than the services described in the paragraphs captioned **Audit Fees**, **Audit-Related Fees**, and **Tax Fees** above for the years ended December 31, 2010 and 2009.

The audit committee has established its pre-approval policies and procedures, pursuant to which the audit committee approved the foregoing audit and permissible non-audit services provided by Ernst & Young in 2010. The audit committee's pre-approval policy is as follows: consistent with the audit committee's responsibility for engaging our independent auditors, all audit and permitted non-audit services require pre-approval by the audit committee. All requests or applications for services to be provided by the independent registered public accounting firm that do not require specific approval by the audit committee will be submitted to the Chief Financial Officer and must include a detailed description of the services to be rendered. The chief financial officer will determine whether such services are included within the list of services that have received the general pre-approval of the audit committee. The audit committee will be informed on a timely basis of any such services rendered by the independent auditor. Request or applications to provide services that require specific approval by the audit committee will be submitted to the audit committee by both the independent auditor and the chief financial officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the Securities and Exchange Commission's rules on auditor independence. The audit committee has designated our vice president of internal audit to monitor the performance of all services provided by the independent auditor and to determine whether such services are in compliance with this policy. The vice president of internal audit will report to the audit committee on a periodic basis on the results of his monitoring. The vice president of internal audit and management will immediately report to the chairman of the audit committee any breach of this policy that comes to the attention of the vice president of internal audit or any member of management. The audit committee will also review the internal auditor's annual internal audit plan to determine that the plan provides for the monitoring of the

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independent auditor's services. Pursuant to these procedures the audit committee approved the foregoing audit and permissible non-audit services provided by Ernst & Young in 2010.

**SHAREHOLDER PROPOSALS FOR NEXT ANNUAL MEETING**

Brightpoint currently anticipates holding its annual meeting of shareholders for its fiscal year ending December 31, 2011 in May 2012. Shareholders who wish to present proposals appropriate for consideration at our annual meeting of shareholders for our fiscal year ending December 31, 2011 to be held in the year 2012 must submit the proposal in proper form to our corporate secretary at Brightpoint's address set forth below (or such other address as then constitutes our executive offices) not later than December 2, 2011 in order for the proposition to be considered for inclusion in our proxy statement and form of proxy relating to such annual meeting. Such proposals must be presented in a manner consistent with our by-laws and applicable laws. Any such proposals, as well as any questions related thereto, should be directed to our corporate secretary, c/o Brightpoint Inc. at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278. Under our corporate governance principles nominees for directors should be sent directly to our lead independent director at: [board.directors@brightpoint.com](mailto:board.directors@brightpoint.com).

If a shareholder submits a proposal after the December 2, 2011 deadline but still wishes to present the proposal at our annual meeting of shareholders (but not in our proxy statement) for the fiscal year ending December 31, 2011, the proposal, which must be presented in a manner consistent with our by-laws and applicable law, must be submitted to our corporate secretary in proper form at the address set forth above not less than 50 nor more than 75 days prior to the meeting unless less than 65 days notice or prior public disclosure of the date of the meeting is given or made to shareholders, in which case, no less than the close of business on the tenth day following the date on which the notice of the date of the meeting was mailed or other public disclosure was made.

Brightpoint did not receive notice of any proposed matter to be submitted by shareholders for a vote at this annual meeting and, therefore, in accordance with Exchange Act Rule 14a-4(c) any proxies held by persons designated as proxies by our board of directors and received in respect of this annual meeting will be voted in the discretion of our management on such other matter which may properly come before the annual meeting.

**WHERE YOU CAN FIND MORE INFORMATION**

Our 2010 annual report to shareholders is being made available to shareholders via the Internet. If you would like to receive printed copy of our proxy statement and annual report, you should follow the instructions for requesting such information in the notice you receive.

Copies of our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 will be provided upon written request to Brightpoint Inc. at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278, Attention: Investor Relations. The Form 10-K also is available on our website at [www.brightpoint.com](http://www.brightpoint.com).

We also file reports, proxy statements and other information with the Securities and Exchange Commission as required by the Securities Exchange Act of 1934, as amended. Copies of our reports, proxy statements and other information may be inspected and copied at the Public Reference Room maintained by the Securities and Exchange Commission at:

Room 1580  
100 F Street, N.E.  
Washington, D.C. 20549

Information on the operation of the Public Reference Room may be obtained by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission maintains a website that contains reports, proxy and information statements, and other information regarding Brightpoint. The address of the Securities and Exchange Commission website is <http://www.sec.gov>.



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You should rely only on the information contained in this proxy statement to vote on the proposals set forth herein. Brightpoint has not authorized anyone to provide you with information that is different from what is contained in this proxy statement. This proxy statement is dated March 30, 2011. You should not assume that the information contained in this proxy statement is accurate as of any date other than March 30, 2011, and neither the availability of this proxy statement via the Internet nor the mailing of this proxy statement to shareholders shall create any implication to the contrary.

**OTHER INFORMATION**

Our board of directors is aware of no other matters, except for those incident to the conduct of the annual meeting, that are to be presented to shareholders for formal action at the annual meeting. If, however, any other matters properly come before the annual meeting or any adjournments thereof, it is the intention of the persons named in the proxy to vote the proxy in accordance with their judgment.

By order of the Board of Directors,

Craig M. Carpenter  
Executive Vice President, General Counsel and Secretary  
March 30, 2011

**Table of Contents****Annex A***Adjusted income from continuing operations*

Below is the non-GAAP reconciliation of income from continuing operations for fiscal 2009 and 2010:

	Year Ended December 31,			
	2010			2009
	Income from continuing operations (1)	Impact per diluted share	Income from continuing operations (2)	Impact per diluted share
GAAP income from continuing operations	\$ 38,845	\$ 0.55	\$ 40,825	\$ 0.50
Non-GAAP adjustments:				
Stock based compensation	10,343	0.14	6,397	0.07
Acquisition expense	2,931	0.04		
Impairment of long-lived asset			1,452	0.02
Amortization	14,762	0.20	15,467	0.18
Restructuring charge	6,225	0.09	13,413	0.16
Legal expense	1,056	0.01		
Gain on indemnification settlement			(7,700)	(0.09)
Income tax impact of the above	(10,535)	(0.15)	(11,556)	(0.14)
Discrete income tax items	125	0.00	(11,423)	(0.14)
As-adjusted (non-GAAP) income from continuing operations	\$ 63,752	\$ 0.88	\$ 46,875	\$ 0.56
As-adjusted (non-GAAP) weighted average common shares outstanding - diluted (3)		72,635		83,137

(1) Adjusted income from continuing operations (non-GAAP) for the year ended December 31, 2010 excludes the following items:

\$14.8 million (pre-tax) of non-cash amortization expense related to acquired intangible assets.

\$10.3 million (pre-tax) of non-cash stock based compensation expense.

\$2.9 million (pre-tax) of acquisition expenses related to the purchase of Touchstone Wireless Repair and Logistics, L.P.

\$6.2 million (pre-tax) of restructuring charges which primarily consists of lease termination charges and severance charges in connection with continued global entity consolidation and rationalization.

\$0.9 million (pre-tax) of costs related to the settlement of a legal dispute that arose in 2006 with the landlord of the former headquarters of Dangaard Telecom in Denmark; Dangaard Telecom was acquired by the Company in July 2007.

\$0.2 million (pre-tax) charge related to a contingency that was assumed with the purchase of Dangaard Telecom in July 2007.

\$10.5 million tax benefit of the excluded expenses described above.

\$0.1 million of net discrete tax expense. \$3.1 million of expense is related to valuation allowances on deferred tax assets resulting from previous net operating losses in Colombia, Denmark, and Belgium that are no longer expected to be utilized and \$1.4 million of expense is related to valuation allowances on foreign tax credits that are no longer expected to be utilized in the U.S. This tax expense is offset by \$3.8 million of tax benefit related to the reversal of valuation allowances on deferred tax assets that are expected to be utilized as a result of restructuring the legal ownership of certain European subsidiaries and \$0.6 million of tax benefit related to the reversal of valuation allowance on deferred tax assets that are expected to be utilized in Denmark.

- (2) Adjusted income from continuing operations (non-GAAP) for the year ended December 31, 2009 excludes the following items:

\$15.5 million (pre-tax) of non-cash amortization expense related to acquired intangible assets.

\$1.5 million (pre-tax) impairment charge for our Latin America operation's finite-lived intangible assets. The asset was recorded in connection with the acquisition of certain assets of CellStar in 2007. In the third quarter of 2009, our Latin America operation lost a significant product distribution business, and we determined that the carrying value of the asset was not recoverable.

\$6.4 million (pre-tax) of non-cash stock based compensation expense.

\$13.4 million (pre-tax) of restructuring charges in connection with our previously announced 2009 Spending and Debt Reduction Plan.

\$11.6 million tax benefit of the excluded expenses described above.

\$7.7 million non-cash, non-taxable gain on the settlement of an indemnification with NC Telecom Holding A/S.

\$11.4 million of net discrete tax benefit, which is comprised of a \$16.3 million benefit for the reversal of a valuation allowance on certain tax assets that are expected to be utilized in the U.S. and the reversal of a reserve on an uncertain tax position in Germany that became more likely than not to be sustained. These benefits were partially offset by \$4.9 million of income tax expense related to a valuation allowance on deferred tax assets resulting from previous net operating losses in Denmark, Colombia, and Spain that are no longer expected to be utilized.

- (3) Weighted average common shares outstanding diluted for year ended December 31, 2010 and 2009 includes the effect of 2.4 million (2010) and 1.9 million (2009) common shares outstanding that are presumed to be repurchased under the U.S. GAAP treasury stock method related to stock based compensation expense.

**Table of Contents***Return on Invested Capital*

Below is the calculation of the company's ROIC for the trailing four quarters ended December 31, 2009 and 2010:

	<b>Trailing Four Quarters Ended</b>	
	<b>December 31, 2010</b>	<b>December 31, 2009</b>
<b>Operating income after taxes (non-GAAP):</b>		
Operating income from continuing operations	\$ 60,409	\$ 36,633
Plus: restructuring charge*	6,225	13,413
Less: estimated income taxes (1)	(23,322)	(17,516)
Operating income after taxes (non-GAAP)	\$ 43,312	\$ 32,530
<b>Invested Capital:</b>		
Debt	\$ 90,408	\$ 97,017
Shareholders' equity	244,353	276,927
Invested capital	\$ 334,761	\$ 373,944
Average invested capital (2)	\$ 343,419	\$ 382,467
ROIC (3)	13%	9%

- (1) Estimated income taxes were calculated by multiplying the sum of operating income from continuing operations and the restructuring charge by an effective tax rate of 35%, which represents an estimated, blended statutory tax rate for the markets in which we operate. The tax rate will be revised beginning in 2011 as our actual effective tax rate has been below 35% for several quarters due to a shift in the geographic mix of income. Using the 2010 non-GAAP effective tax rate of 27%, ROIC for the trailing four quarters ended December 31, 2010 would have been approximately 14%.
- (2) Average invested capital for quarterly periods represents the simple average of the beginning and ending invested capital amounts for the respective quarter. Average invested capital for the trailing four quarters represents the simple average of the invested capital amounts for the current and four prior quarter period ends.
- (3) ROIC is calculated by dividing non-GAAP operating income after taxes by average invested capital. ROIC for quarterly periods is stated on an annualized basis and is calculated by dividing non-GAAP operating income after taxes by average invested capital and multiplying the results by four.

\* We exclude items such as restructuring charges from our calculation of Operating income after taxes (non-GAAP) because we do not believe such items are representative of expected future returns. Therefore, we believe decisions to allocate resources should not be influenced by such items.

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BRIGHTPOINT, INC. 7635 INTERACTIVE WAY SUITE 200 INDIANAPOLIS, IN 46278 VOTE BY INTERNET www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Daylight Time on May 9, 2011. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form. ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years. VOTE BY PHONE 1-800-690-6903 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Daylight Time on May 9, 2011. Have your proxy card in hand when you call and then follow the instructions. VOTE BY MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: KEEP THIS PORTION FOR YOUR RECORDS DETACH AND RETURN THIS PORTION ONLY THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. For Withhold For All All All Except To withhold authority to vote for any individual nominee(s), mark For All Except and write the number(s) of the nominee(s) on the line below. The Board of Directors recommends you vote FOR the following: 1. Election of Directors Nominees 01 Richard W. Roedel 02 John F. Levy BRIGHTPOINT, INC. 7635 INTERACTIVE WAY SUITE 200 INDIANAPOLIS, IN 46278 VOTE BY INTERNET www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Daylight Time on May 9, 2011. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form. ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years. VOTE BY PHONE 1-800-690-6903 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Daylight Time on May 9, 2011. Have your proxy card in hand when you call and then follow the instructions. VOTE BY MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. The Board of Directors recommends you vote FOR the following proposal: For Against Abstain 2 To approve, by non-binding advisory vote, the resolution approving named executive officer compensation. The Board of Directors recommends you vote 1 YEAR on the following proposal: 1 year 2 years 3 years Abstain 3 To recommend, by non-binding advisory vote, the frequency of future advisory votes on executive compensation. The Board of Directors recommends you vote FOR the following proposal: For Against Abstain 4 Proposal to ratify the appointment of Ernst & Young LLP as Brightpoint s independent registered public accounting firm for the fiscal year ending December 31, 2011. NOTE: Such other busine ss as may properly come before the meeting or any adjournment thereof. Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer. Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date00000968281 R1.0.0.11699

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, Annual Report is/ are available at [www.proxyvote.com](http://www.proxyvote.com). Brightpoint, Inc. 7635 Interactive Way, Suite 200 Indianapolis, Indiana 46278 The undersigned hereby appoints CRAIG M. CARPENTER and ANTHONY W. BOOR, and each of them, Proxies, with full power of substitution in each of them, in the name, place and stead of the undersigned, to vote at the Annual Meeting of Shareholders of Brightpoint, Inc. (the company ) on Tuesday, May 10, 2011, at 9:00 a.m. (EDT), at the company s corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278 or at any adjournment(s) thereof, according to the number of votes that the undersigned would be entitled to vote if personally present, upon the matters listed on the reverse side of this card. Continued and to be signed on reverse side 00000968282 R1.0.0.11699