

Edgar Filing: BRIGHTPOINT INC - Form SC 13D/A

BRIGHTPOINT INC  
Form SC 13D/A  
August 20, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 4)\*

Brightpoint, Inc.  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

109473108  
(CUSIP Number)

David B. Millard, ESQ.  
STEPHEN J. DUTTON, ESQ.  
Leagre Chandler & Millard LLP  
1400 First Indiana Plaza  
135 North Pennsylvania Street  
Indianapolis, Indiana 46204-2415  
(317) 808-3000

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

August 13, 2003  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d 1(g), check the following box [ ].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

-----  
CUSIP No. 109473108

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1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Timothy S. Durham

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES	7. SOLE VOTING POWER 481,594
BENEFICIALLY OWNED BY	8. SHARED VOTING POWER 4,757
EACH REPORTING PERSON	9. SOLE DISPOSITIVE POWER 481,594
WITH	10. SHARED DISPOSITIVE POWER 4,757

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
486,351

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.1%

14. TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

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Diamond Investments, LLC 35-2088657

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Indiana

NUMBER OF SHARES	7. SOLE VOTING POWER 4,757
BENEFICIALLY OWNED BY	8. SHARED VOTING POWER 0
EACH REPORTING PERSON	9. SOLE DISPOSITIVE POWER 4,757
WITH	10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,757

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.1%

14. TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

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Henri B. Najem, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES	7. SOLE VOTING POWER 50,300
BENEFICIALLY OWNED BY	8. SHARED VOTING POWER 6,950
EACH REPORTING PERSON	9. SOLE DISPOSITIVE POWER 50,300
WITH	10. SHARED DISPOSITIVE POWER 6,950

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
57,250

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.7%

14. TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Shelley Najem

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

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3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES	7. SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	8. SHARED VOTING POWER 6,950
EACH REPORTING PERSON	9. SOLE DISPOSITIVE POWER 0
WITH	10. SHARED DISPOSITIVE POWER 6,950

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,950

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.1%

14. TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Jeffrey Osler

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

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PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES	7. SOLE VOTING POWER 1,000
BENEFICIALLY OWNED BY	8. SHARED VOTING POWER 0
EACH REPORTING PERSON	9. SOLE DISPOSITIVE POWER 1,000
WITH	10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.0%

14. TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Neil Lucas

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES	7.	SOLE VOTING POWER 13,698
BENEFICIALLY OWNED BY	8.	SHARED VOTING POWER 0
EACH REPORTING PERSON	9.	SOLE DISPOSITIVE POWER 13,698
WITH	10.	SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
13,698

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2%

14. TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

James F. Cochran

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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NUMBER OF SHARES	7.	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	8.	SHARED VOTING POWER 0
EACH REPORTING PERSON	9.	SOLE DISPOSITIVE POWER 0
WITH	10.	SHARED DISPOSITIVE POWER 0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]		
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0%		
14. TYPE OF REPORTING PERSON IN		

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)  Jonathon B. Swain		
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [X]		
3. SEC USE ONLY		
4. SOURCE OF FUNDS  PF		
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]		
6. CITIZENSHIP OR PLACE OF ORGANIZATION  United States		
NUMBER OF SHARES	7.	SOLE VOTING POWER 1,885



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BENEFICIALLY OWNED BY	8.	SHARED VOTING POWER	0
-----			
EACH REPORTING PERSON	9.	SOLE DISPOSITIVE POWER	1,885
-----			
WITH	10.	SHARED DISPOSITIVE POWER	0
-----			
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
1,885			
-----			
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)			
EXCLUDES CERTAIN SHARES [ ]			
-----			
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
0.0%			
-----			
14. TYPE OF REPORTING PERSON			
IN			
-----			

SCHEDULE 13D

-----  
CUSIP No. 109473108  
-----

1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)  
  
Dr. Charles Durham  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS  
  
PF  
-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]  
-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----

NUMBER OF SHARES	7.	SOLE VOTING POWER	0
-----			
BENEFICIALLY OWNED BY	8.	SHARED VOTING POWER	12,757
-----			
EACH REPORTING	9.	SOLE DISPOSITIVE POWER	

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PERSON 0  
-----  
WITH 10. SHARED DISPOSITIVE POWER  
12,757

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,757  
-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES [ ]  
-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2%  
-----

14. TYPE OF REPORTING PERSON  
IN  
-----

SCHEDULE 13D

-----  
CUSIP No. 109473108  
-----

1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Mitza Durham  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS

PF  
-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]  
-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
-----

NUMBER OF 7. SOLE VOTING POWER  
SHARES 12,757  
-----  
BENEFICIALLY 8. SHARED VOTING POWER  
OWNED BY 0  
-----  
EACH REPORTING 9. SOLE DISPOSITIVE POWER  
PERSON 12,757  
-----  
WITH 10. SHARED DISPOSITIVE POWER  
0

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,757

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2%

14. TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Shannon Frantz

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES	7. SOLE VOTING POWER 360
BENEFICIALLY OWNED BY	8. SHARED VOTING POWER 0
EACH REPORTING PERSON	9. SOLE DISPOSITIVE POWER 360
WITH	10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
360

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES [ ]

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.0%

-----  
14. TYPE OF REPORTING PERSON  
IN  
-----

### SCHEDULE 13D AMENDMENT NO. 4

This Amendment No. 4 amends the Schedule 13D originally filed on August 8, 2002, by Timothy S. Durham, Diamond Investments, LLC and Henri B. Najem, Jr., relating to shares of common stock, \$0.01 par value per share (the "Common Stock"), of Brightpoint, Inc., a Delaware corporation (the "Issuer" or "Brightpoint"), as amended by Amendment No. 1 filed on September 30, 2002, Amendment No. 2 filed on February 5, 2003, and Amendment No. 3 filed on May 9, 2003. The following items are hereby amended:

#### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Personal funds were used for the purchases described in Item 5. The information in Item 5 is incorporated herein by reference.

#### ITEM 4. PURPOSE OF TRANSACTION.

The purchases of shares of Common Stock by the Reporting Persons described in Item 5 were made for the purpose of investment and to gain a significant equity interest in Brightpoint.

Each of the Reporting Persons may acquire additional shares or other securities of Brightpoint or sell or otherwise dispose of any or all of the shares or other securities of Brightpoint they beneficially own.

The Reporting Persons may engage in discussions with the management and members of the Board of Directors of Brightpoint concerning the business, operations and future plans of Brightpoint.

The Reporting Persons may also consider other actions to maximize stockholder value including, without limitation:

- o Proposing an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Brightpoint or any of its subsidiaries; and
- o Proposing change in the present Board of Directors or management of Brightpoint.

Other than described above, none of the Reporting Persons currently has any plans or proposals that relate to, or may result in, any of the matters listed in Items 4(a) - (j) of Schedule 13D (although they reserve the right to develop such plans).

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### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) As of the close of business on August 13, 2003, the Reporting Persons may be deemed to beneficially own, in the aggregate, 573,301 shares of Common Stock, representing approximately 7.2% of the Issuer's outstanding shares of Common Stock (based on the 8,025,982 shares stated to be outstanding as of July 22, 2003 in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, filed with the Securities and Exchange Commission).

(b) Mr. Durham has sole voting and sole dispositive power with respect to 481,594 shares. Mr. Durham may be deemed to beneficially own and share voting and dispositive power with respect to the 4,757 shares held by Diamond Investments, LLC, in which he has the majority ownership interest and voting control.

Mr. Najem has sole voting and sole dispositive power with respect to 50,300 shares and shares with Ms. Najem voting and dispositive power with respect to 6,950 shares.

Mrs. Najem shares with Mr. Najem voting and dispositive power with respect to 6,950 shares. She also may be deemed to beneficially own and share voting and dispositive power with respect to the 50,300 shares held by Mr. Najem.

Mr. Osler has sole voting and dispositive power with respect to 1,000 shares.

Mr. Lucas has sole voting and dispositive power with respect to 13,698 shares.

Mr. Swain has sole voting and dispositive power with respect to 1,885 shares.

Dr. Durham may be deemed to share with Mitza Durham voting and dispositive power with respect to 12,757 shares.

Mitza Durham has sole voting and dispositive power with respect to 12,757 shares.

Ms. Frantz has sole voting and dispositive power with respect to 360 shares.

Mr. Cochran has sold all of the shares previously reported as being beneficially owned by him.

Information on percentage of shares of Common Stock beneficially owned by each of the Reporting Persons is included in the cover pages to this Amendment No. 4 and is incorporated herein by reference.

(c) The following table presents information on securities acquired within the past sixty days. All transactions were effected in the open market and exclude commissions paid.

Shareholder	Date	Price Per Share (\$)	Transaction	No. of Share
Jim Cochran	8/13/2003	\$25.50	Sale	

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Jim Cochran	8/13/2003	\$25.00	Sale
Jim Cochran	8/13/2003	\$25.00	Sale
Jim Cochran	8/13/2003	\$25.00	Sale
Jim Cochran	8/13/2003	\$25.00	Sale
Jim Cochran	8/13/2003	\$25.11	Sale
Jim Cochran	8/13/2003	\$25.00	Sale
Jim Cochran	8/13/2003	\$25.00	Sale
Timothy Durham	8/5/2003	\$27.15	Sale
Timothy Durham	8/4/2003	\$26.29	Sale
Timothy Durham	7/31/2003	\$27.70	Sale
Henri Najem	7/31/2003	\$28.61	Sale
Henri Najem	7/31/2003	\$27.11	Sale
Henri Najem	7/31/2003	\$27.10	Sale
Henri Najem	7/31/2003	\$27.11	Sale
Henri Najem	7/29/2003	\$24.77	Sale
Henri Najem	7/29/2003	\$24.78	Sale
Henri Najem	7/29/2003	\$24.79	Sale
Henri Najem	7/29/2003	\$24.81	Sale
Timothy Durham	7/28/2003	\$13.48	Purchase
Henri Najem	7/28/2003	\$19.84	Purchase
Henri Najem	7/28/2003	\$20.00	Purchase
Henri Najem	7/23/2003	\$19.52	Purchase
Henri Najem	7/23/2003	\$19.50	Purchase
Jim Cochran	7/16/2003	\$15.85	Purchase
Jim Cochran	7/16/2003	\$15.86	Purchase
Jim Cochran	7/16/2003	\$15.58	Purchase
Timothy Durham	7/11/2003	\$14.50	Purchase
Jim Cochran	7/9/2003	\$15.20	Purchase
Mitza Durham	7/9/2003	\$14.97	Purchase
Mitza Durham	7/9/2003	\$14.97	Purchase
Mitza Durham	7/9/2003	\$14.98	Purchase
Mitza Durham	7/9/2003	\$14.98	Purchase
Jim Cochran	7/8/2003	\$13.67	Purchase

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit A: Joint Filing Agreement.

Exhibit B: Power of Attorney.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 20, 2003

/s/ Timothy S. Durham

-----  
Timothy S. Durham

\*  
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\*

-----  
Shelley Najem

\*  
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Henri B. Najem, Jr.

Dr. Charles Durham

DIAMOND INVESTMENTS, LLC

By: \*  
-----  
Timothy S. Durham  
Its: Managing Member

\*  
-----  
Mitza Durham

\*  
-----  
Shannon Frantz

\*  
-----  
Jeffrey Osler

\*By: /s/ Timothy S. Durham  
-----  
Timothy S. Durham  
Attorney-in-Fact

\*  
-----  
Neil Lucas

\*  
-----  
James F. Cochran

\*  
-----  
Jonathon B. Swain

EXHIBIT INDEX

Exhibit No.	Description
A	Joint Filing Agreement.
B	Power of Attorney. Incorporated by reference to the signature page of Amendment No. 2 to this Schedule 13D, which was filed on February 5, 2003.

EXHIBIT A  
Joint Filing Agreement

Each of the undersigned hereby agrees and consents to the filing of a single Schedule 13D and any and all future amendments thereto with the Securities and Exchange Commission on behalf of the undersigned and the other persons listed in Item 2 of the Schedule 13D in connection with their beneficial ownership of securities of Brightpoint, Inc.

Dated: February 4, 2003

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/s/ Timothy S. Durham  
-----  
Timothy S. Durham

/s/ Henri B. Najem, Jr.  
-----  
Henri B. Najem, Jr.

DIAMOND INVESTMENTS, LLC

By:/s/ Timothy S. Durham  
-----  
Timothy S. Durham  
Its: Managing Member

/s/ Jeffrey Osler  
-----  
Jeffrey Osler

/s/ Neil Lucas  
-----  
Neil Lucas

/s/ James F. Cochran  
-----  
James F. Cochran

/s/ Jonathon B. Swain  
-----  
Jonathon B. Swain

/s/ Shelley Najem  
-----  
Shelley Najem

/s/ Dr. Charles Durham  
-----  
Dr. Charles Durham

/s/ Mitza Durham  
-----  
Mitza Durham

/s/ Shannon Frantz  
-----  
Shannon Frantz