

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Trademark Assignment of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Brightstar Corp.		12/27/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PNC Bank, National Association		
<b>Street Address:</b>	70 East 55th Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	National Banking Association:		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3075215	BRIGHTSTAR	
<b>Serial Number:</b>	78439249	INTEGRISYNCH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)756-9299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	8008339848		
<b>Email:</b>	matthew.mayer@thomson.com		
<b>Correspondent Name:</b>	Corporation Service Company		
<b>Address Line 1:</b>	80 State Street		
<b>Address Line 2:</b>	6th Floor		
<b>Address Line 4:</b>	Albany, NEW YORK 12207		
<b>ATTORNEY DOCKET NUMBER:</b>	CSC # 711165-005		
<b>NAME OF SUBMITTER:</b>	Matthew Mayer		
<b>Signature:</b>	/Matthew Mayer/		

CH \$65.00 3075215

Date:

01/12/2007

**Total Attachments: 3**

source=brghtstar\_PNC\_TM2#page2.tif

source=brghtstar\_PNC\_TM2#page3.tif

source=brghtstar\_PNC\_TM2#page4.tif

**TRADEMARK ASSIGNMENT OF SECURITY INTEREST**

WHEREAS, Brightstar Corp., a Delaware corporation, located at 2010 NW 84<sup>th</sup> Avenue, Miami, Florida 33122 ("Brightstar"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Brightstar is obligated to PNC Bank, National Association ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as administrative agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated as of July 29, 2006, among Agent, Lenders, Brightstar, Brightstar US, Inc., Brightstar Puerto Rico, Inc. and Accellular, LLC (jointly and severally, the "Borrowers") and certain affiliates of the Borrowers and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Brightstar in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Brightstar is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Brightstar does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Brightstar expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 27, 2006

BRIGHTSTAR CORP.

By: \_\_\_\_\_

Name: Oscar J. Fumagalli

Its: CFO

PNC BANK, NATIONAL ASSOCIATION,  
as Agent

By: \_\_\_\_\_

Name:

Its:

**TRADEMARK ASSIGNMENT OF SECURITY INTEREST**

WHEREAS, Brightstar Corp., a Delaware corporation, located at 2010 NW 84<sup>th</sup> Avenue, Miami, Florida 33122 ("Brightstar"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Brightstar is obligated to PNC Bank, National Association ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as administrative agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated as of July 29, 2006, among Agent, Lenders, Brightstar, Brightstar US, Inc., Brightstar Puerto Rico, Inc. and Accellular, LLC (jointly and severally, the "Borrowers") and certain affiliates of the Borrowers and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Brightstar in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Brightstar is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Brightstar does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Brightstar expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 17 2006

BRIGHTSTAR CORP.

By: \_\_\_\_\_

Name:  
Its:

PNC BANK, NATIONAL ASSOCIATION,  
as Agent

By:  \_\_\_\_\_

Name: Rick Tischben  
Its: Senior Vice President

**SCHEDULE A**

Schedule A to a Trademark Assignment of Security dated December 21, 2006, by and between Brightstar Corp. and PNC Bank, National Association, as Agent.

Registration or Application No.	Country	Registration or Filing Date	Mark
3,075,215	U.S.	April 4, 2006	BRIGHTSTAR & design
78/439,249	U.S.	June 22, 2004	INTEGRISYNCH