

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Assignment of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Brightstar Corp.		12/27/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association		
Street Address:	70 East 55th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	National Banking Association:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3075215	BRIGHTSTAR	
Serial Number:	78439249	INTEGRISYNCH	
CORRESPONDENCE DATA			
Fax Number:	(202)756-9299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	8002210770		
Email:	matthew.mayer@thomson.com		
Correspondent Name:	Corporation Service Company		
Address Line 1:	1133 Avenue of the Americas		
Address Line 2:	Suite 3100		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	CSC # 760272		
NAME OF SUBMITTER:	Matthew Mayer		
Signature:	/Matthew Mayer/		

CH \$65.00 3075215

Date:

02/15/2007

Total Attachments: 3

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TRADEMARK ASSIGNMENT OF SECURITY INTEREST

WHEREAS, Brightstar Corp., a Delaware corporation, located at 2010 NW 84th 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 84th 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

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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:
Its:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By:  _____
Name: Pia Tischbirek
Its: SENIOR VICE PRESIDENT

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 27, 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