

**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.		08/24/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PNC Bank, National Association		
<b>Street Address:</b>	Two Tower Center Boulevard		
<b>City:</b>	East Brunswick		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08816		
<b>Entity Type:</b>	Bank:		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	77076989	WIRELESS GENIUS	
<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>	8002210770		
<b>Email:</b>	matthew.mayer@thomson.com		
<b>Correspondent Name:</b>	Corporation Service Company		
<b>Address Line 1:</b>	1133 Avenue of the Americas		
<b>Address Line 2:</b>	Suite 3100		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	CSC # 124675		
<b>NAME OF SUBMITTER:</b>	Matthew Mayer		
<b>Signature:</b>	/Matthew Mayer/		
<b>Date:</b>	08/29/2007		

CH \$40.00 77076989

**Total Attachments: 6**

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## 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 Second Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated as of August 24, 2007, among Agent, Lenders, Brightstar, Brightstar US, Inc., Brightstar Puerto Rico, Inc. and Accellular, LLC (each a “Borrower” and collectively, the “Borrowers”) and certain affiliates of the Borrowers and (ii) a certain Trademark Collateral Security Agreement, dated as of December 27, 2006, 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: August 24, 2007

BRIGHTSTAR CORP.

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

Name: Raul Marcelo Claire  
Its: President and CEO

PNC BANK, NATIONAL ASSOCIATION,  
as Agent

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

Name: Sari J. Garrick  
Its: Vice President

STATE OF New York )  
COUNTY OF New York ) ss.

On this 22 day of August, 2007, before me personally came Raul Marcelo Clave, to me known, who, being by me duly sworn, did depose and say that s/he is the President/CEO of BRIGHTSTAR CORP., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Jeanne M Lodico  
Notary Public

JEANNE M. LODICO  
Notary Public, State of New York  
No. 01LO6023719  
Qualified in Suffolk County  
Commission Expires Apr. 26, 2011

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2007, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_ of PNC BANK, NATIONAL ASSOCIATION, and that s/he was authorized to sign her/his name thereto.

\_\_\_\_\_  
Notary Public

My Commission Expires:

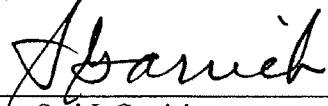
Brightstar expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: August 24, 2007

BRIGHTSTAR CORP.

By: \_\_\_\_\_  
Name: Raul Marcelo Claure  
Its: President and CEO

PNC BANK, NATIONAL ASSOCIATION,  
as Agent

By:  \_\_\_\_\_  
Name: Sari J. Garrick  
Its: Vice President

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2007, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_ of BRIGHTSTAR CORP., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

\_\_\_\_\_  
Notary Public

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

On this 23 day of August, 2007, before me personally came Sari J. Garrick, to me known, who, being by me duly sworn, did depose and say that she is the Vice President of PNC BANK, NATIONAL ASSOCIATION, and that s/he was authorized to sign her/his name thereto.

Jeanne M. Lodico  
\_\_\_\_\_  
Notary Public

My Commission Expires: 4/26/2011

JEANNE M. LODICO  
Notary Public, State of New York  
No. 01LO6023719  
Qualified in Suffolk County  
Commission Expires Apr. 26, 20 11

**SCHEDULE A**

Schedule A to a Trademark Assignment of Security dated August 24, 2007, by and between Brightstar Corp. and PNC Bank, National Association, as Agent.

Registration or Application No.	Country	Registration or Filing Date	Mark
77/076,989	United States	January 5, 2007	WIRELESS GENIUS