

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Amendment Number One to Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MATRIX TELECOM, INC.		06/13/2007	CORPORATION: TEXAS
AMERICATEL CORPORATION		06/13/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	PCRL III INVESTMENTS L.P., as Agent
<b>Street Address:</b>	300 CRESCENT COURT
<b>Internal Address:</b>	SUITE 700
<b>City:</b>	DALLAS
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75201
<b>Entity Type:</b>	LIMITED PARTNERSHIP: TEXAS

**PROPERTY NUMBERS Total: 92**

Property Type	Number	Word Mark
Registration Number:	3154185	MATRIX AUTOPAY
Registration Number:	3148826	MATRIX BUSINESS TECHNOLOGIES
Registration Number:	1908833	MATRIX TELECOM
Registration Number:	3207689	MC MATRIXCOMMAND
Serial Number:	78933684	MATRIX DIA
Serial Number:	78959867	MATRIX INTEGRATED T
Serial Number:	78959837	MATRIX VOICE T
Serial Number:	78932160	MATRIX WEBCONNECT
Serial Number:	78748240	MATRIX XPEED
Serial Number:	78748261	MATRIX XPLORE
Serial Number:	78946451	MATRIX XPRESS
Serial Number:	78946360	MATRIX XTRA

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Serial Number:	78864072	SMARTCONNECT
Serial Number:	78933622	T-1 VELOCITY
Serial Number:	78511116	TOTAL BUSINESS EXCHANGE - TBX
Registration Number:	1710435	TOUCH 1
Serial Number:	75253762	SIMPLY THE BEST
Serial Number:	75310116	PURELY INTERNATIONAL
Registration Number:	2721976	CITY OF AMERICA
Registration Number:	2369607	CLICK & LISTEN
Registration Number:	2728141	MEMBER-TO-MEMBER
Registration Number:	2727264	MYZLINE.COM
Registration Number:	3027406	TRINSIC
Registration Number:	2405802	WEBDIAL
Registration Number:	2673315	WHY HAVE A PHONE LINE WHEN YOU CAN HAVE A Z-LINE?
Registration Number:	2411570	YOUR PERSONAL COMMUNICATIONS CENTER
Registration Number:	2425551	Z TEL COMMUNICATIONS, INC.
Registration Number:	2504055	Z-ALERTS
Registration Number:	2600286	Z-INTERNET ACCESS
Registration Number:	2654744	Z-LINE ANYWHERE
Registration Number:	2514740	Z-LINE COMPANION
Registration Number:	2539190	Z-LINE HOME EDITION
Registration Number:	2516675	Z-LINE MESSENGER
Registration Number:	2655094	Z-LINEBUSINESS
Registration Number:	2935470	Z-LINECOMMUNITY
Registration Number:	2657284	Z-LINEHOME
Registration Number:	2957023	Z-LINEMOBILE
Registration Number:	2652132	Z-LINE
Registration Number:	2625406	Z-NODE
Registration Number:	2727348	Z-TECHNOLOGY
Registration Number:	2487973	Z-TEL TECHNOLOGIES, INC.
Registration Number:	2391572	Z-TEL
Registration Number:	2514741	Z-TEL
Registration Number:	2904627	Z-VOICE MAIL
Serial Number:	78470079	TRINSIC SOLO
Serial Number:	78441609	TRINSIC

Serial Number:	78070952	Z-LINE COMMUNITY STAY CONNECTED
Serial Number:	73441340	ZTEL
Serial Number:	75476903	Z-TEL
Serial Number:	78075292	ACROSS THE STREET OR ACROSS THE COUNTRY
Serial Number:	75543324	GENERATION Z
Serial Number:	75696283	MYZLINE
Serial Number:	75544128	VERSION Z.---
Serial Number:	78329860	YOUR COMMUNICATIONS BRIEFCASE
Serial Number:	75696282	YOUR PERSONAL TELECOMMUNICATIONS PORTAL
Serial Number:	75535454	Z-BASE
Serial Number:	75534402	Z-BILL PAYMENT SERVICES
Serial Number:	75530530	ZBN
Serial Number:	75530531	Z-BUDDY
Serial Number:	75516260	Z-CHAT
Serial Number:	75513819	Z-CONNECT
Serial Number:	75530527	Z-COUPON
Serial Number:	75530532	Z-DIRECTORY
Serial Number:	75544176	Z-EXTENSION
Serial Number:	75516258	Z-FAX
Serial Number:	75535455	Z-GRAM
Serial Number:	75544172	Z-LAN
Serial Number:	75535453	Z-LEC
Serial Number:	78455319	Z-LINE COMMUNITY KEEP YOUR PEOPLE CONNECTED
Serial Number:	78312677	Z-LINEMOBILE
Serial Number:	75537229	Z-LINK
Serial Number:	75629011	Z-MAILBOX
Serial Number:	75516261	Z-MESSAGE
Serial Number:	75579850	Z-MILES
Serial Number:	75534404	Z-MINUTES
Serial Number:	75629012	Z-NET
Serial Number:	75535452	Z-NEXT
Serial Number:	75579851	Z-NOTIFY
Serial Number:	75530529	Z-NOW!
Serial Number:	75513871	Z-NUMBER
Serial Number:	75629013	Z-OD

Serial Number:	75544173	Z-ONLINE
Serial Number:	75537232	Z-PAGE
Serial Number:	75579852	Z-PARTNERS
Serial Number:	75629655	Z-TEL BUSINESS NETWORK
Serial Number:	75629656	Z-TEL DIRECT
Serial Number:	75537228	Z-TEL PRIVATE NETWORK
Serial Number:	75537231	Z-VILLAGE
Serial Number:	75516259	Z-VOICE
Serial Number:	75544177	Z-WAN
Serial Number:	75537230	Z-WEB
Serial Number:	75406101	SIMPLY ALL YOURS

**CORRESPONDENCE DATA**

Fax Number: (213)996-3123  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2136836123  
Email: bethanyware@paulhastings.com  
Correspondent Name: Bethany Ware  
Address Line 1: 515 SOUTH FLOWER STREET  
Address Line 2: 25th FLOOR  
Address Line 4: LOS ANGELES, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	57346.00034
NAME OF SUBMITTER:	Bethany L. Ware
Signature:	/Bethany L. Ware/
Date:	04/02/2008

**Total Attachments: 13**

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**AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT**

This **AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT**, dated as of June 13, 2007 (this "Amendment"), is delivered pursuant to Section 5 of that certain Trademark Security Agreement, dated as of March 14, 2007 (the "Trademark Security Agreement"), among the Grantors signatory thereto and any Grantor that executed a joinder to the Guaranty, as defined in the Credit Agreement (each referred to hereinafter each individually as a "Grantor" and collectively, jointly and severally, as "Grantors") and PCRL III INVESTMENTS L.P., as successor agent to HBK INVESTMENTS L.P., in its capacity as administrative agent for the Lender Group (together with its successors, "Agent"). Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Trademark Security Agreement, which by this reference is incorporated herein.

WHEREAS, the Grantors and Agent wish to amend the Trademark Security Agreement by adding Trademarks to the Trademark Collateral.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to amend the Trademark Security Agreement as follows:

1. Grantors and Agent hereby agree that the Trademark Collateral listed on Schedule 1 attached hereto shall be and become part of the Trademark Collateral referred to in the Trademark Security Agreement and Schedule I attached thereto and shall secure all Obligations.
2. Each Grantor hereby: (a) reaffirms all prior grants of security interests in favor of Agent in all of Grantor's right, title, and interest in, to, and under the Trademark Collateral identified on Schedule I to the Trademark Security Agreement prior to the effectiveness of this Amendment; (b) grants, assigns, transfers, and conveys to Agent continuing security interests in all of Grantor's right, title, and interest in, to, and under the Trademark Collateral identified on Schedule 1 attached hereto; (c) represents and warrants that the representations and warranties in the Trademark Security Agreement, as amended by the Amendment, are true and correct in all material respects on and as of the date hereof, as though made on such date; and (d) agrees that the Trademark Security Agreement as amended hereby is and shall remain in full force and effect.
3. This Amendment shall be governed by, and construed and enforced in accordance with, the federal laws of the United States and the laws of the State of New York.
4. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement.
5. This Amendment is a Loan Document.

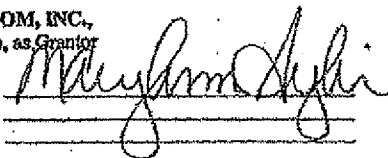
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned parties hereto have executed this Amendment by and through their duly authorized officers, as of the day and year first above written.

GRANTORS:

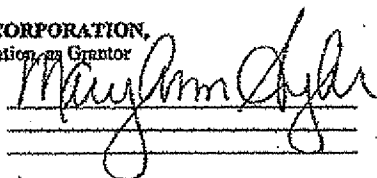
MATRIX TELECOM, INC.,  
a Texas corporation, as Grantor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



AMERICATEL CORPORATION,  
a Delaware corporation, as Grantor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



[SIGNATURE PAGE TO AMENDMENT NUMBER ONE TO  
TRADEMARK SECURITY AGREEMENT]

AGENT:

PCRL III INVESTMENTS L.P.,  
a Texas limited partnership, as Agent

By: HBK Services LLC  
Investment Advisor

By: *David C. Kelly*

Names: \_\_\_\_\_  
Its authorized signatory



[SIGNATURE PAGE TO AMENDMENT NUMBER ONE TO  
TRADEMARK SECURITY AGREEMENT]

**SCHEDULE I**  
to  
**TRADEMARK SECURITY AGREEMENT**

**Matrix Telecom, Inc.:**

**Trademarks:**

**U.S. Registered Trademarks**

Trademark	Database Country	Status	Application No. Application Date	Registration No. Registration Date	Owner
MATRIX AUTOPAY  Matrix AutoPay	U.S. Federal  USA	REGISTERED	78865049  April 19, 2006	3154185  October 10, 2006	Matrix Telecom, Inc.
MATRIX BUSINESS TECHNOLOGIES  Matrix Business Technologies	U.S. Federal  USA	REGISTERED	78863812  April 18, 2006	3148826  September 26, 2006	Matrix Telecom, Inc.
MATRIX TELECOM  	U.S. Federal  USA	RENEWED	74324478  October 22, 1992	1908833  August 1, 1995	Matrix Telecom, Inc.
MC MATRIXCOMMAND  	U.S. Federal  USA	REGISTERED	78701202  August 26, 2005	3207689  February 13, 2007	Matrix Telecom, Inc.

**U.S. Pending Trademark Applications**

Trademark	Database Country	Status	Application No. Application Date	Registration No. Registration Date	Owner
MATRIX DIA  Matrix DIA	U.S. Federal  USA	PENDING	78933684  July 20, 2006		Matrix Telecom, Inc.
MATRIX INTEGRATED T  Matrix Integrated T	U.S. Federal  USA	PENDING	78959867  August 24, 2006		Matrix Telecom, Inc.
MATRIX VOICE T  Matrix Voice T	U.S. Federal  USA	PUBLISHED	78959837  August 24, 2006		Matrix Telecom, Inc.

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Trademark	Database	Status	Application No. Application Date	Registration No. Registration Date	Owner
MATRIX WEBCONNECT <small>Matrix WebConnect</small>	U.S. Federal USA	PENDING INTENT TO USE	78932160 July 18, 2006		Matrix Telecom, Inc.
MATRIX XPEED	U.S. Federal USA	ABANDONED - for failure to respond to office action*	78748240 November 7, 2005		Matrix Telecom, Inc.
MATRIX XPLORE	U.S. Federal USA	ABANDONED - for failure to respond to office action*	78748261 November 7, 2005		Matrix Telecom, Inc.
MATRIX XPRESS <small>Matrix Xpress</small>	U.S. Federal USA	PUBLISHED	78946451 August 7, 2006		Matrix Telecom, Inc.
MATRIX XTRA <small>Matrix Xtra</small>	U.S. Federal USA	PUBLISHED	78946360 August 7, 2006		Matrix Telecom, Inc.
SMARTCONNECT <small>SmartConnect</small>	U.S. Federal USA	PENDING	78864072 April 18, 2006		Matrix Telecom, Inc.
T-1 VELOCITY <small>T-1 Velocity</small>	U.S. Federal USA	PENDING	78933622 July 20, 2006		Matrix Telecom, Inc.
TOTAL BUSINESS EXCHANGE - TBX	U.S. Federal USA	PUBLISHED	78511116 November 4, 2004		Matrix Telecom, Inc.

\* Matrix is taking action to follow up.

**Matrix was assigned the following trademarks:**

<u>Listed Owner</u>	<u>Trademark</u>	<u>United States Registration or Application Number</u>
Touch 1 Communications, Inc.	TOUCH 1	Reg. No. 1,710,435
Touch 1 Communications, Inc.	BUSINESS TOUCH	Reg. No. 2,138,845 (cancelled)
Touch 1 Communications, Inc.	FIRST TOUCH	Reg. No. 2,138,847 (cancelled)

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<u>Listed Owner</u>	<u>Trademark</u>	<u>United States Registration or Application Number</u>
Touch 1 Communications, Inc.	PERSONAL TOUCH 800 SERVICE	Reg. No. 2,137,253 (cancelled)
Touch 1 Communications, Inc.	PURE AND SIMPLE	Reg. No. 2,293,870 (cancelled)
Touch 1 Communications, Inc.	SALLY	Reg. No. 2,225,680 (cancelled)
Touch 1 Communications, Inc.	TWILIGHT TIME	Reg. No. 2,138,848 (cancelled)
Touch 1 Communications, Inc.	SIMPLY ALL YOURS	App. No. 75406101 (abandoned)
Touch 1 Communications, Inc.	SIMPLY THE BEST	App. No. 75253762 (abandoned)
Touch 1 Communications, Inc.	PURELY INTERNATIONAL	App. No. 75310116 (abandoned)
Trinsic, Inc.	CITY OF AMERICA	Reg. No. 2,721,976
Trinsic, Inc.	CLICK & LISTEN	Reg. No. 2,369,607
Trinsic, Inc.	MEMBER-TO-MEMBER	Reg. No. 2,728,141
Trinsic, Inc.	MYZLINE.COM	Reg. No. 2,727,264
Trinsic, Inc.	TRINSIC	Reg. No. 3,027,406
Trinsic, Inc.	WEBDIAL	Reg. No. 2,405,802  (abandoned)
Trinsic, Inc.	WHY HAVE A PHONE LINE WHEN YOU CAN HAVE A Z-LINE?	Reg. No. 2,673,315
Trinsic, Inc.	YOUR PERSONAL COMMUNICATIONS CENTER	Reg. No. 2,411,570
Trinsic, Inc.	Z TEL COMMUNICATIONS logo	Reg. No. 2,425,551
Trinsic, Inc.	Z-ALERTS	Reg. No. 2,504,055

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<u>Listed Owner</u>	<u>Trademark</u>	<u>United States Registration or Application Number</u>
Trinsic, Inc.	Z-INTERNET ACCESS	Reg. No. 2,600,286
Trinsic, Inc.	Z-LINE ANYWHERE	Reg. No. 2,654,744
Trinsic, Inc.	Z-LINE COMPANION	Reg. No. 2,514,740
Trinsic, Inc.	Z-LINE HOME EDITION	Reg. No. 2,539,190
Trinsic, Inc.	Z-LINE MESSENGER	Reg. No. 2,516,675
Trinsic, Inc.	Z-LINE BUSINESS	Reg. No. 2,655,094
Trinsic, Inc.	Z-LINE COMMUNITY	Reg. No. 2,935,470
Trinsic, Inc.	Z-LINEHOME	Reg. No. 2,657,284
Trinsic, Inc.	Z-LINEMOBILE	Reg. No. 2,957,023
Trinsic, Inc.	Z-LINE	Reg. No. 2,652,132
Trinsic, Inc.	Z-NODE	Reg. No. 2,625,406
Trinsic, Inc.	Z-TECHNOLOGY	Reg. No. 2,727,348
Trinsic, Inc.	Z-TEL TECHNOLOGIES, INC.	Reg. No. 2,487,973
Trinsic, Inc.	Z-TEL	Reg. No. 2,391,572
Trinsic, Inc.	Z-TEL logo	Reg. No. 2,514,741
Trinsic, Inc.	Z-VOICE MAIL	Reg. No. 2,904,627
Trinsic, Inc.	TRINSIC SOLO	App. No. 78470079
Trinsic, Inc.	TRINSIC	App. No. 78441609
Trinsic, Inc.	Z-LINE COMMUNITY STAY CONNECTED	App. No. 78070952 (abandoned)
Z-Tel, Inc.	PNX	Reg. No. 1290807 (cancelled)
Z-Tel, Inc.	ZTEL	App. No. 73441340 (abandoned)

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<u>Listed Owner</u>	<u>Trademark</u>	<u>United States Registration or Application Number</u>
Z-Tel, Inc.	Z-TBL	App. No. 75476903 (abandoned)
Trinsic, Inc.	Across the Street or Across the Country	Reg. No. 78,075,292 (abandoned)
Trinsic, Inc.	Generation Z	Reg. No. 75,543,324 (abandoned)
Trinsic, Inc.	MyZline	Reg. No. 75,696,283 (abandoned)
Trinsic, Inc.	Verision Z	Reg. No. 75,544,128 (abandoned)
Trinsic, Inc.	Webdial®	Reg. No. 2,405,802 (abandoned)
Trinsic, Inc.	Your Communications Briefcase®	Reg. No. 78,329,860 (abandoned)
Trinsic, Inc.	Your Personal Telecommunications Portal	Reg. No. 75,696,282 (abandoned)
Trinsic, Inc.	Z-Base	Reg. No. 75,535,454 (abandoned)
Trinsic, Inc.	Z-Bill Payment Services	Reg. No. 75,534,402 (abandoned)
Trinsic, Inc.	ZBN	Reg. No. 75,530,530 (abandoned)

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<u>Listed Owner</u>	<u>Trademark</u>	<u>United States Registration or Application Number</u>
Trinsic, Inc.	Z-Buddy	Reg. No. 75,530,531 (abandoned)
Trinsic, Inc.	Z-Chat	Reg. No. 75,516,260 (abandoned)
Trinsic, Inc.	Z-Connect	Reg. No. 75,513,819 (abandoned)
Trinsic, Inc.	Z-Coupon	Reg. No. 75,530,527 (abandoned)
Trinsic, Inc.	Z-Directory	Reg. No. 75,530,532 (abandoned)
Trinsic, Inc.	Z-Extension	Reg. No. 75,544,176 (abandoned)
Trinsic, Inc.	Z-Fax	Reg. No. 75,516,258 (abandoned)
Trinsic, Inc.	Z-Gram	Reg. No. 75,535,455 (abandoned)
Trinsic, Inc.	Z-LAN	Reg. No. 75,544,172 (abandoned)
Trinsic, Inc.	Z-LEC	Reg. No. 75,535,453 (abandoned)
Trinsic, Inc.	Z-Line Community Keep Your People Connected	Reg. No. 78,455,319 (abandoned)

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<u>Listed Owner</u>	<u>Trademark</u>	<u>United States Registration or Application Number</u>
Trinsic, Inc.	Z-Line Community Stay Connected	Reg. No. 78/070,952  (abandoned)
Trinsic, Inc.	Z-LineMobile	Reg. No. 78,312,677  (abandoned)
Trinsic, Inc.	Z-Link	Reg. No. 75,537,229  (abandoned)
Trinsic, Inc.	Z-Mailbox	Reg. No. 75,629,011  (abandoned)
Trinsic, Inc.	Z-Message	Reg. No. 75,516,261  (abandoned)
Trinsic, Inc.	Z-Miles	Reg. No. 75,579,850  (abandoned)
Trinsic, Inc.	Z-Mimutes	Reg. No. 75,534,404  (abandoned)
Trinsic, Inc.	Z-Net	Reg. No. 75,629,012  (abandoned)
Trinsic, Inc.	Z-Next	Reg. No. 75,535,452  (abandoned)
Trinsic, Inc.	Z-Notify	Reg. No. 75,579,851  (abandoned)
Trinsic, Inc.	Z-Now	Reg. No. 75,530,529  (abandoned)

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<u>Listed Owner</u>	<u>Trademark</u>	<u>United States Registration or Application Number</u>
Trinsic, Inc.	Z-Number	Reg. No. 75,513,871 (abandoned)
Trinsic, Inc.	Z-OD	Reg. No. 75,629,013 (abandoned)
Trinsic, Inc.	Z-Online	Reg. No. 75,544,173 (abandoned)
Trinsic, Inc.	Z-Page	Reg. No. 75,537,232 (abandoned)
Trinsic, Inc.	Z-Partners	Reg. No. 75,579,852 (abandoned)
Trinsic, Inc.	Z-Tel Business Networks	Reg. No. 75,629,655 (abandoned)
Trinsic, Inc.	Z-Tel Direct	Reg. No. 75,629,656 (abandoned)
Trinsic, Inc.	Z-Tel Private Network	Reg. No. 75,537,228 (abandoned)
Trinsic, Inc.	Z-Village	Reg. No. 75,537,231 (abandoned)
Trinsic, Inc.	Z-Voice	Reg. No. 75,516,259 (abandoned)
Trinsic, Inc.	Z-Wan	Reg. No. 75,544,177 (abandoned)

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<u>Listed Owner</u>	<u>Trademark</u>	<u>United States Registration or Application Number</u>
Trinsic, Inc.	Z-Web	Reg. No. 75,537,230 (abandoned)

**Matrix was assigned the following domain names:**

1. GETPVA.COM
2. GETTRINSIC.COM
3. GETZ-TEL.COM
4. GETZTEL.COM
5. TOUCH1.COM
6. BUYTRINSIC.COM
7. TRINSIC.COM
8. Z-GROUPS.COM
9. Z-TELSALES.COM
10. Z-TELSALES.NET
11. ZTEL.COM
12. ZTELLOCALSERVICE.COM
13. ZTELLOCALSERVICE.NET
14. MY-LINE.NET
15. MYTRINSIC.COM
16. MYZLINE.NET
17. MYZLINE.ORG
18. PERSONALVOICEASSISTANT.COM
19. TRINSICCENTER.COM
20. TRINSICNOW.COM
21. TRINSICONLINE.COM

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22. Z-TEL.COM
23. ZTELDEALER.COM

**Tradename**

Matrix Business Technologies

**Americatel:**

See list of Trademark and Domain names attached hereto.

**Trademark License Agreement:**

**Americatel:**

Americatel is a party to a License Agreement with Coral Trademarks LTD dated July 22, 1997 for the license of certain intellectual property related to the name and image of AmericaTel's spokesperson, Don Francisco.

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