

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MTAC HOLDING CORPORATION		08/02/2010	CORPORATION: DELAWARE
MATRIX TELECOM, INC.		08/02/2010	CORPORATION: TEXAS
AMERICATEL CORPORATION		08/02/2010	CORPORATION: DELAWARE
STARTEC GLOBAL CANADIAN HOLDING COMPANY		08/02/2010	CORPORATION: DELAWARE
MATRIX TELECOM OF VIRGINIA, INC.		08/02/2010	CORPORATION: VIRGINIA
RECEIVING PARTY DATA			
Name:	PLATINUM DEBT GROUP, LLC		
Street Address:	360 N. CRESCENT DRIVE		
Internal Address:	SOUTH BUILDING		
City:	BEVERLY HILLS		
State/Country:	CALIFORNIA		
Postal Code:	90210		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 28			
Property Type	Number	Word Mark	
Registration Number:	2386640	10-10-636	
Registration Number:	2401084	10-10-811	
Registration Number:	2386639	10-10-818	
Registration Number:	1916838	10297	
Registration Number:	2314785	5TIME	
Registration Number:	2449543	9TALK	
Registration Number:	2220202	CLEAR CHOICE COMMUNICATIONS	
Registration Number:	2235396	CLEAR N' DIRECT	
Registration Number:	2215397	DIME DEAL	

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Registration Number:	2744810	EMERITUS
Registration Number:	2772549	EMERITUS COMMUNICATIONS
Registration Number:	2726133	EXCEL
Registration Number:	1648364	EXCEL
Registration Number:	3260713	EXCEL
Registration Number:	2849104	EXCEL ECARD
Registration Number:	2296313	FIVELINE
Registration Number:	2759480	HELLOLINE
Registration Number:	2504866	ONE CHOICE
Registration Number:	2515300	1 ONE CHOICE
Registration Number:	1823226	PENNY EXPRESS
Registration Number:	1791921	TOLLSAVER
Registration Number:	1791919	TOLLSAVER PLUS
Registration Number:	2608568	V
Registration Number:	1791922	V
Registration Number:	2224433	VARTEC
Registration Number:	1791920	VARTEC TELECOM
Registration Number:	2250455	WORLD RATE
Serial Number:	77959782	ZERO11 WIRELESS

CORRESPONDENCE DATA

Fax Number: (213)830-8743

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 213-680-6400

Email: kimberley.lathrop@bingham.com

Correspondent Name: KIMBERLEY A. LATHROP

Address Line 1: 355 SOUTH GRAND AVENUE

Address Line 2: BINGHAM MCCUTCHEN LLP

Address Line 4: LOS ANGELES, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	0000334400 3RD PRIORITY
NAME OF SUBMITTER:	Kimberley A. Lathrop
Signature:	/Kimberley A. Lathrop/
Date:	08/18/2010

Total Attachments: 8

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Anything herein to the contrary notwithstanding, the repayment of the obligations secured by this Trademark Security Agreement (as defined below), the liens and security interests granted pursuant to the terms of this Trademark Security Agreement, the exercise of any right or remedy with respect thereto, and certain of the rights of the holder hereof are subject to the provisions of the Amended and Restated Intercreditor Agreement dated as of August 2, 2010 (as amended, restated, supplemented, or otherwise modified from time to time, the "Intercreditor Agreement"), by and among PCRL III INVESTMENTS L.P., a Texas limited partnership, as successor agent to HBK INVESTMENTS L.P., a Delaware limited partnership, as First Priority Agent, PLATINUM DEBT GROUP, LLC, a Delaware limited liability company, as Second Priority Agent, PLATINUM DEBT GROUP, LLC, a Delaware limited liability company, as Third Priority Agent, and COMTEL TELCOM ASSETS LP, a Texas limited partnership, as Seller. In the event of any conflict between the terms of the Intercreditor Agreement and this Trademark Security Agreement, the terms of the Intercreditor Agreement shall govern and control.

**AMENDMENT NO. 1 TO THIRD PRIORITY
TRADEMARK SECURITY AGREEMENT**

This **AMENDMENT NO. 1 TO THIRD PRIORITY TRADEMARK SECURITY AGREEMENT**, dated as of August 2, 2010 (this "Amendment"), is delivered pursuant to Section 5 of that certain Third Priority Trademark Security Agreement, dated as of December 29, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreement"), by and among the Grantors listed on the signature pages thereof (collectively, the "Grantors" and each a "Grantor"), and PLATINUM DEBT GROUP, LLC, a Delaware limited liability company, in its capacity as administrative agent for the Lender Group (in such capacity, together with its successors and assigns in such capacity, "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 Trademark Security Agreement was recorded with the United States Patent and Trademark Office on or about January 22, 2009; and

WHEREAS, the Grantors and Agent wish to amend the Trademark Security Agreement by amending Schedule I to the Trademark Security Agreement to add the trademarks appearing on Exhibit A hereto, and the Grantors and Agent have agreed to do so.

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. The Grantors and Agent hereby agree that Schedule I to the Trademark Security Agreement is hereby amended by adding the trademarks appearing on Exhibit A hereto (the "Additional Trademarks"), and such Additional Trademarks shall secure all Secured Obligations.

2. Each Grantor hereby: (a) reaffirms all prior grants of security interests in favor of Agent in all of such 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, and pledges to Agent, for the benefit of each member of the Lender Group, to secure the Secured Obligations, continuing security interests in all of such Grantor's right, title, and interest in, to, and under the Additional Trademarks; (c) represents and warrants that the representations and warranties in the Trademark Security Agreement, as amended by this 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. **THE VALIDITY OF THIS AMENDMENT, THE CONSTRUCTION, INTERPRETATION, AND ENFORCEMENT HEREOF, AND THE RIGHTS OF THE PARTIES HERETO WITH RESPECT TO ALL MATTERS ARISING HEREUNDER OR RELATED HERETO SHALL BE DETERMINED UNDER, GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.**

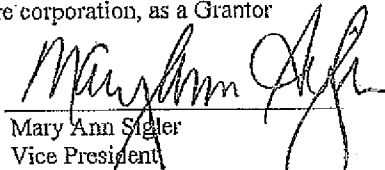
4. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement. Delivery of an executed counterpart of this Amendment by telefacsimile or other electronic method of transmission shall be equally as effective as delivery of an original executed counterpart of this Amendment. Any party delivering an executed counterpart of this Amendment by telefacsimile or other electronic method of transmission also shall deliver an original executed counterpart of this Amendment but the failure to deliver an original executed counterpart shall not affect the validity, enforceability, and binding effect of this Amendment.

5. This Amendment is a Loan Document.

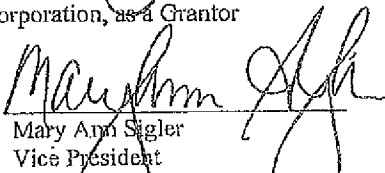
[signature pages follow]

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.

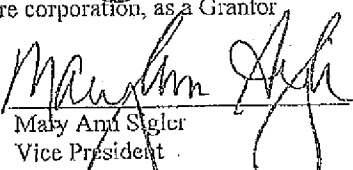
MTAC HOLDING CORPORATION,
a Delaware corporation, as a Grantor

By: 
Name: Mary Ann Sigler
Title: Vice President

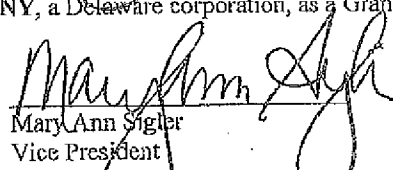
MATRIX TELECOM, INC.,
a Texas corporation, as a Grantor

By: 
Name: Mary Ann Sigler
Title: Vice President

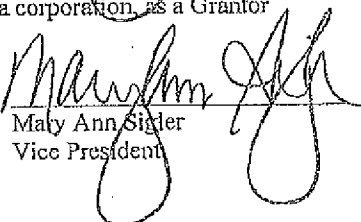
AMERICATEL CORPORATION,
a Delaware corporation, as a Grantor

By: 
Name: Mary Ann Sigler
Title: Vice President

**STARTEC GLOBAL CANADIAN HOLDING
COMPANY,** a Delaware corporation, as a Grantor

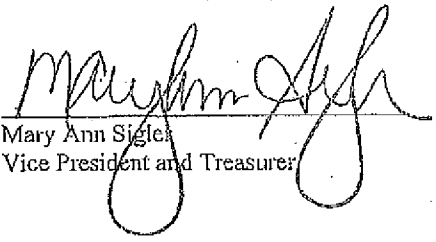
By: 
Name: Mary Ann Sigler
Title: Vice President

MATRIX TELECOM OF VIRGINIA, INC.,
a Virginia corporation, as a Grantor

By: 
Name: Mary Ann Sigler
Title: Vice President

[AMENDMENT NUMBER ONE TO THIRD PRIORITY TRADEMARK SECURITY AGREEMENT]

PLATINUM DEBT GROUP, LLC,
as Agent


By: 
Name: Mary Ann Sigler
Title: Vice President and Treasurer

[AMENDMENT NUMBER ONE TO THIRD PRIORITY TRADEMARK SECURITY AGREEMENT]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

Trademark Registrations/Applications

<u>Trademark</u>	<u>Database, Country</u>	<u>Status</u>	<u>Registration No. Registration Date</u>	<u>Owner</u>
10-10-636	U.S. Federal USA	REGISTERED	2386640 9/12/2000	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
10-10-811	U.S. Federal USA	REGISTERED	2401084 10/31/2000	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
10-10-818	U.S. Federal USA	REGISTERED	2386639 9/12/2000	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
10297	U.S. Federal USA	REGISTERED	1916838 9/5/1995	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
5TIME	U.S. Federal USA	REGISTERED	2314785 2/1/2000	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
9TALK	U.S. Federal USA	REGISTERED	2449543 5/8/2001	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
CLEAR CHOICE COMMUNICATIO NS	U.S. Federal USA	REGISTERED	2220202 January 26, 1999	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
CLEAR N' DIRECT	U.S. Federal USA	REGISTERED	2235396 3/23/1999	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
DIME DEAL	U.S. Federal USA	REGISTERED	2215397 12/29/1998	Matrix Telecom, Inc., by assignment from Comtel Telcom

				Assets LP
EMERITUS	U.S. Federal USA	REGISTERED	2744810 07/29/1003	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
EMERITUS COMMUNICATIO NS	U.S. Federal USA	REGISTERED	2772549 10/7/2003	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
EXCEL	U.S. Federal USA	REGISTERED	2726133 June 17, 2003	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
EXCEL	U.S. Federal USA	REGISTERED	1648364 June 18, 1991	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
EXCEL & DESIGN 	U.S. Federal USA	REGISTERED	3260713 July 10, 2007	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
EXCEL ECARD	U.S. Federal USA	REGISTERED	2849104 6/1/2004	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
FIVELINE	U.S. Federal USA	REGISTERED	2296313 11/30/1999	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
HELLOLINE	U.S. Federal USA	REGISTERED	2759480 9/2/2003	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
ONE CHOICE	U.S. Federal USA	REGISTERED	2504866 November 6, 2001	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP

ONE CHOICE AND DESIGN 	U.S. Federal USA	REGISTERED	2515300 December 4, 2001	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
PENNY EXPRESS	U.S. Federal USA	REGISTERED	1823226 2/22/1994	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
TOLLSAVER	U.S. Federal USA	REGISTERED	1791921 9/7/1993	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
TOLLSAVER PLUS	U.S. Federal USA	REGISTERED	1791919 9/7/1993	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
V (DESIGN) 	U.S. Federal USA	REGISTERED	2608568 August 20, 2002	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
V (DESIGN) 	U.S. Federal USA	REGISTERED	1791922 September 7, 1993	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
VARTEC	U.S. Federal USA	REGISTERED	2224433 February 16, 1999	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
VARTEC TELECOM	U.S. Federal USA	REGISTERED	1791920 September 7, 1993	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP
WORLDRADE	U.S. Federal USA	REGISTERED	2250455 6/1/1999	Matrix Telecom, Inc., by assignment from Comtel Telcom Assets LP

ZERO11 WIRELESS	U.S. Federal USA	PENDING	77959782 3/16/2010	AmericaTel Corporation
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RECORDED: 08/18/2010

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