

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT														
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the conveyance from an Assignment to a Security Agreement previously recorded on Reel 003167 Frame 0483. Assignor (s) hereby confirms the Security Agreement as of execution date, released by Release of Security Interest recorded 9/14/06 on Reel 3390 Frame 0535.														
<b>CONVEYING PARTY DATA</b>															
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:30%;">Name</th> <th style="width:30%;">Formerly</th> <th style="width:15%;">Execution Date</th> <th style="width:25%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>Matrix Telecom, Inc.</td> <td></td> <td>06/23/2005</td> <td>CORPORATION: TEXAS</td> </tr> </tbody> </table>		Name	Formerly	Execution Date	Entity Type	Matrix Telecom, Inc.		06/23/2005	CORPORATION: TEXAS						
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<b>PROPERTY NUMBERS Total: 1</b>															
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<b>CORRESPONDENCE DATA</b>															
<p>Fax Number: (617)951-8736  <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i></p> <p>Phone: 617-951-8144          Email: eileen.sullivan@bingham.com          Correspondent Name: Eileen Sullivan          Address Line 1: Bingham McCutchen LLP          Address Line 2: One Federal Street          Address Line 4: Boston, MASSACHUSETTS 02110</p>															
<b>ATTORNEY DOCKET NUMBER:</b>	1908833														
<b>NAME OF SUBMITTER:</b>	Eileen Sullivan														

OP \$40.00 1908833

Signature:	/eileen sullivan/
Date:	10/14/2010
Total Attachments: 4 source=Doc#page1.tif source=Doc#page2.tif source=Doc#page3.tif source=Doc#page4.tif	

Form PTO-1594 (Rev. 03/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY	
To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.	
<p><b>1. Name of conveying party(ies):</b> Matrix Telecom, Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation- State: <u>Texas</u>  <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____</p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>2. Name and address of receiving party(ies)</b> <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>Canyon Capital Advisors LLC</u>  Internal Address: _____  Street Address: <u>0895 Wilshire Blvd., Suite 200</u>  City: <u>Beverly Hills</u>  State: <u>California</u>  Country: <u>USA</u>                      Zip: <u>90212</u></p> <p><input type="checkbox"/> Association    Citizenship _____  <input type="checkbox"/> General Partnership    Citizenship _____  <input type="checkbox"/> Limited Partnership    Citizenship _____  <input type="checkbox"/> Corporation    Citizenship _____  <input type="checkbox"/> Other LLC                      Citizenship <u>Delaware</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p><b>3. Nature of conveyance )/Execution Date(s) :</b> Execution Date(s) <u>June 23, 2005</u></p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p>	<p><b>4. Application number(s) or registration number(s) and Identification or description of the Trademark.</b></p> <p>A. Trademark Application No.(s) Serial Numbers: <u>78511116</u> (filed 11/4/04), <u>74324478</u> (reg. no. 1908833, 8/1/95), <u>76471643</u> (filed 8/23/04), and <u>76434783</u> (filed 8/14/04)</p> <p>B. Trademark Registration No.(s)</p> <p style="text-align: right;">Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p><b>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</b></p>	
<p><b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Mandle Smolich</u>  Internal Address: <u>Sidley Austin Brown &amp; Wood LLP</u>  Street Address: <u>555 West Fifth St. 38th Floor</u>  City: <u>Los Angeles</u>  State: <u>California</u>                      Zip: <u>90013</u>  Phone Number: <u>213 896-8147</u>  Fax Number: <u>213 896-6600</u>  Email Address: <u>msmolich@sidley.com</u></p>	<p><b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">4</span></p> <p><b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41) \$ 115</b></p> <p><input type="checkbox"/> Authorized to be charged by credit card  <input type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Enclosed</p> <p><b>8. Payment Information:</b></p> <p>a. Credit Card    Last 4 Numbers _____ Expiration Date _____</p> <p>b. Deposit Account Number <u>501597</u> Authorized User Name <u>Mandle Smolich</u></p>
<p><b>9. Signature:</b> <u>Mandle Smolich</u>                      August 2, 2005 Signature                      Date</p> <p><u>Mandle Smolich</u>                      Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">4</span> Name of Person Signing</p>	

CH \$115.00 501597 78511116

Documents to be recorded (including cover sheet) should be faxed to (703) 306-8996, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**SECURITY AGREEMENT**  
**(TRADEMARKS and SERVICE MARKS)**

WHEREAS, Matrix Telecom, Inc., a Texas corporation (herein referred to as "Grantor"), has adopted, used and is using the trademarks and service marks listed on Schedule 1 annexed hereto as part hereof, which trademarks and service marks are registered in the United States Patent and Trademark Office (collectively, the "Trademarks");

WHEREAS, Grantor is obligated to Canyon Capital Advisors LLC, a Delaware limited liability company, as administrative agent (referred to herein as the "Grantee"), and the lenders (the "Lenders") party to that certain Loan and Security Agreement dated as of June 22, 2005 (the "Loan Agreement") among Grantor, certain affiliates thereof, the Lenders and the Grantee, for the payment and performance of the Obligations (as defined in the Loan Agreement); and

WHEREAS, pursuant to the Loan Agreement, Grantor has granted to Grantee a security interest in, and mortgage on, all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is 9665 Wilshire Blvd., Suite 200, Beverly Hills, CA 90212.

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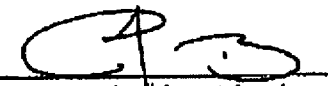
LAI 681932

TRADEMARK  
REEL: 003167 FRAME: 0484

TRADEMARK  
REEL: 004296 FRAME: 0314

IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the 29<sup>th</sup> day of June \_\_, 2005.

**MATRIX TELECOM, INC.**

By:   
CF Name: ROBERT S. MOURSEAN  
Title: VICE PRESIDENT & TREASURER

SIGNATURE PAGE TO  
TRADEMARK SECURITY AGREEMENT

TRADEMARK  
REEL: 003167 FRAME: 0485

TRADEMARK  
REEL: 004296 FRAME: 0315

**SCHEDULE I TO SECURITY AGREEMENT****TRADEMARKS AND SERVICE MARKS**

<b>Trademark</b>	<b>Serial No.</b>	<b>Registration or Filing Date</b>
Total Business Exchange -- T'BX	78511116	11/4/2004
Matrix Telecom & Design <sup>1</sup>	74324478	8/1/1995
Network Matrix	78471643	8/23/04
TeleConvergence	78434783	6/14/04

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<sup>1</sup> See Schedule P-1 Permitted Liens.

LA1 681932

RECORDED: 08/02/2005

TRADEMARK  
REEL: 003167 FRAME: 0486

RECORDED: 10/14/2010

TRADEMARK  
REEL: 004296 FRAME: 0316