

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Termination of Security Interest (original Trademark Security Agreement recorded at Reel/Frame:003453/0046)

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association (as successor by merger to Wachovia Bank, National Association), as Administrative Agent		12/06/2010	National Banking Association:

**RECEIVING PARTY DATA**

<b>Name:</b>	Talk America Holdings, Inc.
<b>Street Address:</b>	One PaeTec Plaza
<b>Internal Address:</b>	600 Willowbrook Office Park
<b>City:</b>	Fairport
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	14450
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2073462	TALKAMERICA
Registration Number:	2813263	TALK.COM
Registration Number:	2813266	TALK.COM
Registration Number:	2625798	MATCHUP
Registration Number:	2812827	TALK AMERICA

**CORRESPONDENCE DATA**

Fax Number: (213)430-6407  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: gdurham@omm.com  
 Correspondent Name: Gina M. Durham, Esq.

**900178151**

**TRADEMARK  
 REEL: 004427 FRAME: 0548**

**CH \$140.00 2073462**

Address Line 1: 400 S. Hope Street  
Address Line 2: O'Melveny & Myers LLP  
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	646,048-007
NAME OF SUBMITTER:	Gina M. Durham
Signature:	/Gina M. Durham/
Date:	12/07/2010

Total Attachments: 3  
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**TERMINATION OF SECURITY INTEREST  
(Trademarks)**

This **TERMINATION OF SECURITY INTEREST**, dated as of December 6, 2010, is made by WELLS FARGO BANK, NATIONAL ASSOCIATION (as successor by merger to WACHOVIA BANK, National Association), as Administrative Agent (the "Agent").

WHEREAS, reference is hereby made to the Trademark Security Agreement (the "Agreement"), dated December 15, 2006 by and between Talk America Holdings, Inc., a Delaware corporation, (the "Grantor"), and Agent whereby Grantor granted to the Agent a security interest in certain personal property, including without limitation, a security interest in certain trademarks listed on Schedule A hereto ("Trademarks");

WHEREAS, the Agreement was recorded with the United States Patent and Trademark Office on December 29, 2006 at Reel/Frame 003453/0046; and

WHEREAS, the Agent has agreed to terminate and release its security interest in all of such Trademarks as herein provided;

NOW, THEREFORE, for valuable consideration, the Agent hereby terminates and releases all mortgages, liens and security interests granted to the Agent in Grantor's Trademarks referred to on Schedule A hereto.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Agent has caused this Termination of Security Interest to be duly executed as of the date first set forth above.

WELLS FARGO BANK, NATIONAL ASSOCIATION  
(as successor-by-merger to Wachovia Bank, National Association), as Administrative Agent

By: *Kieran Mahon*  
Name: *Kieran Mahon*  
Title: *Vice President*

[Termination of Trademark Security Interest - Talk America Holdings, Inc.]

**TRADEMARK**  
**REEL: 004427 FRAME: 0551**

SCHEDULE A

Trademarks

Mark	Country	Registration Number	Registration Date
TALKAMERICA	U.S.	2,073,462	06/24/1997
TALK.COM	U.S.	2,813,263	02/10/2004
<b>TALK.com</b>	U.S.	2,813,266	02/10/2004
MATCHUP	U.S.	2,625,798	09/24/2002
TALK AMERICA	U.S.	2,812,827	02/10/2004