

## 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.

**1. Name of conveying party(ies):**

LETSTALK.COM, INC.

- Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation- State: Delaware  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No**3. Nature of conveyance )/Execution Date(s) :**Execution Date(s) October 3, 2012

- Assignment                               Merger  
 Security Agreement                   Change of Name  
 Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**Additional names, addresses, or citizenship attached?  Yes  NoName: PNC Bank, National Association, as Agent

Internal

Address: \_\_\_\_\_

Street Address: Two Tower Center BoulevardCity: East BrunswickState: New JerseyCountry: USA                              Zip: 08816

- Association      Citizenship USA  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship \_\_\_\_\_

Other \_\_\_\_\_      Citizenship \_\_\_\_\_  
 If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

See attached Schedule A

B. Trademark Registration No.(s)

See attached Schedule A

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**Name: Renee Kelly

Internal Address: \_\_\_\_\_

Street Address: 4400 Easton Commons Way  
Suite 125

City: ColumbusState: Ohio                              Zip: 43219Phone Number: 614-280-3569Fax Number: 800-516-6304Email Address: Renee.Kelly@wolterskluwer.com**6. Total number of applications and registrations involved:**

1

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

- Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

*Emily Fishman*  
 \_\_\_\_\_  
 Signature

October 3, 2012

Date

Emily M. Fishman, Esq.  
 \_\_\_\_\_  
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

### TRADEMARK

**SCHEDULE A**

Schedule A to a Trademark Assignment of Security Interest dated October 3, 2012,  
by and between LetsTalk.com, Inc. and PNC Bank, National Association, as Agent.

TRADEMARK	CASE NUMBER/ SUBCASE	COUNTRY NAME	STATUS-CLASSES	APPLICATION NUMBER/DATE	REGISTRATION NUMBER/DATE
LetsTalk.com		USA	Registered 35 Int., 38 Int.	76693371 12-Jan-2008	3735535 12-Jan-2010

## TRADEMARK ASSIGNMENT OF SECURITY INTEREST

WHEREAS, LetsTalk.com, Inc., a Delaware corporation, located at 201 Mission Street, San Francisco, California 94105 ("Talk"), 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, Talk 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 Third Amended and Restated Revolving Credit and Security Agreement, dated as of December 23, 2010, among Agent, Lenders, Brightstar Corp. and Brightstar US, Inc., (each a "Borrower" and collectively, the "Borrowers") and certain affiliates of the Borrowers (including, without limitation, Talk) from time to time a party thereto (together with Borrowers, each a "Loan Party" and collectively, "Loan Parties") and (ii) a certain Trademark Collateral Security Agreement, dated as of December 27, 2006, made by Loan Parties in favor of Agent (to each of which agreements Talk has been joined as a Loan Party on or about the date hereof; and as each has been and may be further amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Talk 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, Talk 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.

[Signature Page Follows]

Talk 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: ~~September 26,~~ <sup>October 3,</sup> 2012

LETSTALK.COM, INC.

By: 

Name: David Stritzinger

Title: President

PNC BANK, NATIONAL  
ASSOCIATION,  
as Agent

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

Name:

Its:

Talk 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: ~~September~~ <sup>October</sup> 3, 2012

LETSTALK.COM, INC.

By: \_\_\_\_\_  
Name: R. Marcelo Claure  
Title: President

PNC BANK, NATIONAL  
ASSOCIATION,  
as Agent

By: Law Gaud  
Name: LAW GAUD  
Its: VICE PRESIDENT