

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Goldman Sachs Credit Partners L.P.		09/22/2009	Collateral Agent: NEW JERSEY

RECEIVING PARTY DATA

Name:	Global Crossing Holdings Limited
Street Address:	45 Reid Street
Internal Address:	Wessex House
City:	Hamilton HM 12
State/Country:	BERMUDA
Entity Type:	CORPORATION: BERMUDA

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	2476566	
Registration Number:	2598569	ASIA GLOBAL CROSSING
Serial Number:	78728033	CALLNET
Registration Number:	2078875	CASH GUARD
Serial Number:	78520838	CC-1
Registration Number:	2803055	EXPRESSFRAME
Serial Number:	78891258	EXPRESSVIEW
Serial Number:	77054081	GLOBAL ACCLAIM
Registration Number:	2416750	GLOBAL CROSSING
Registration Number:	2416751	GLOBAL CROSSING
Registration Number:	2540378	GLOBAL CROSSING ACCESS
Registration Number:	2493456	GLOBAL CROSSING ATM
Registration Number:	2483604	GLOBAL CROSSING DSL
Registration Number:	2493457	GLOBAL CROSSING ESP

TRADEMARK

Registration Number:	2493458	GLOBAL CROSSING EXPEDITER
Registration Number:	2493455	GLOBAL CROSSING EZ PLAN
Registration Number:	2493462	GLOBAL CROSSING FRAME RELAY
Registration Number:	2583084	GLOBAL CROSSING SERVICEPRO
Registration Number:	2532799	GLOBAL CROSSING TRANSACTION
Serial Number:	78868836	HOMESAVER
Registration Number:	2472995	ISP ADVANTAGE
Registration Number:	2567719	MID-ATLANTIC CROSSING
Registration Number:	1797303	MULTIPOINT
Registration Number:	2493459	NORTH AMERICAN CROSSING
Registration Number:	2441633	ONE PLANET ONE NETWORK
Serial Number:	78572918	OUTLOOK
Serial Number:	78422065	PAC
Registration Number:	2167501	READY-ACCESS
Serial Number:	78422060	SAC
Registration Number:	3218358	SMARTROUTE IP VPN
Registration Number:	2532409	SOUTH AMERICAN CROSSING
Serial Number:	78613882	TARGETLINE
Serial Number:	75644467	COMMAND
Serial Number:	77076561	ULTIMATE 800

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: korzhin@fr.com

Correspondent Name: Richard P. Ferrara

Address Line 1: Fish & Richardson P.C.

Address Line 2: P.O. Box 1022

Address Line 4: Minneapolis, MINNESOTA 55440-1022

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Richard P. Ferrara

TRADEMARK

REEL: 004761 FRAME: 0780

/Richard P. Ferrara/

Date:

04/20/2012

Total Attachments: 14

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GOLDMAN SACHS CREDIT PARTNERS L.P.
85 Broad Street
New York, NY 10004

Pay-Off Letter

September 22, 2009

Global Crossing Limited
Wessex House
45 Reid Street
Hamilton HM 12, Bermuda
Attention: Mitchell Sussis

Ladies and Gentlemen:

Reference is made to the Credit and Guaranty Agreement dated as of May 9, 2007, as amended through the date hereof, among Global Crossing Limited, an exempt company incorporated under the laws of Bermuda (the "**Company**"), as Borrower, certain subsidiaries of the Company as Guarantors, the lenders party thereto (the "**Lenders**"), Goldman Sachs Credit Partners L.P. ("**GSCP**"), as Administrative Agent for the Lenders and as Collateral Agent, and Credit Suisse Securities (USA) LLC, as Syndication Agent (the "**Credit Agreement**"). Capitalized terms used herein that are defined in the Credit Agreement and not otherwise defined herein have the meanings given in the Credit Agreement.

You have delivered to us a notice of prepayment of all outstanding Loans effective on September 22, 2009 (the "**Pay-Off Date**").

Subject to your acceptance of this letter by execution of a counterpart of this letter in the space provided below, you and we (acting in our capacity as Administrative Agent and Collateral Agent) hereby confirm and agree as follows:

1. You represent and warrant to us that on the Pay-Off Date no Obligation will be outstanding on account of a Loan made on or at any time after September 21, 2009;
2. You hereby confirm and agree that on the Pay-Off Date:
 - (a) all commitments under the Credit Agreement will be terminated and all obligations of the Lenders in respect of the commitments or any extensions of credit under the Credit Agreement will be forever discharged;
 - (b) you will prepay in cash in full all outstanding Loans (including Tack-on Loans) together with (i) all interest accrued thereon to the Pay-Off Date, (ii) all unpaid fees under Sections 2.11 and 2.13(c) of the Credit Agreement (collectively "**Specified Fees**") and (iii) the other Obligations (including legal fees) listed on Schedule I hereto ("**Other Specified Obligations**");
 - (c) all of the security interests, mortgages, liens, deposit account control agreements and pledges in favor of the Collateral Agent for the benefit of the Lenders under each

of the Collateral Documents shall be automatically terminated and released (without recourse and without representation or warranty) with no further action on our part;

(d) each of the Collateral Documents and Counterpart Agreements shall be automatically terminated and of no further force and effect, except for indemnification and other provisions of such Collateral Documents as expressly survive the repayment of the Loans;

(e) the undersigned hereby authorizes the Company and its counsel to file on behalf of the undersigned (at the Company's sole cost and expense) any UCC-3 termination statements, mortgage discharges, intellectual property releases and other releases necessary to effectuate the releases contemplated by this Pay-off Letter unless any of the foregoing actions (x) would expose GSCP or any officer of GSCP to personal liability or (y) would be contrary to applicable law or the Credit Documents; and

(f) at any time and from time to time, upon the written request and at the expense of the Credit Parties, the undersigned will promptly execute and deliver any and all further instruments and documents and take such further action as the Credit Parties may reasonably request to effectuate, evidence or reflect of public record, the release of the security interests and liens referred to in this Pay-off Letter unless any of the foregoing actions (x) would expose GSCP or any officer of GSCP to personal liability or (y) would be contrary to applicable law or the Credit Documents.

3. In reliance on your representations and warranties in paragraph 1 and based on the records maintained by us as provided in Section 2.7(a) of the Credit Agreement and other information provided to us, the aggregate amount required on the Pay-Off Date to pay all outstanding Loans with all unpaid interest accrued thereon to the Pay-Off Date, to pay all Specified Fees accrued to the Pay-Off Date and to pay the Other Specified Obligations will be US\$348,160,750.24 (the "**Pay-Off Amount**"), consisting of the items set forth on Schedule I.

4. If no later than 12:00 p.m. New York Time on the Pay-Off Date (the "**Cut-Off Time**") we receive, as Administrative Agent and Collateral Agent, payment of the Pay-Off Amount to the Administrative Agent by wire transfer (together with notification to it of the applicable federal funds wire reference number) of freely and immediately available funds to:

Bank:	Citibank N.A.
ABA Number:	021-000-089
Account Number:	407-17188
Reference:	Global Crossing

For account of: Goldman Sachs Credit Partners

then such payment shall constitute payment and satisfaction in full of all principal, interest, fees, and other amounts owing to the Administrative Agent and the Lenders by the Credit Parties under the Credit Agreement as of the Cut-Off Payment Time.

The parties hereto further agree that if the Pay-Off Amount is not received by the Administrative Agent by the Cut-Off Payment Time specified in the first paragraph hereof, the Administrative Agent may notify the Company of a revised Total Pay-off Amount which shall be the Pay-off Amount for purposes of this letter (until same is revised again as provided in the Credit Agreement).

You acknowledge and agree that our obligations under paragraph 2 will not become effective or enforceable until the conditions set forth in this paragraph 4 are satisfied, and for this purpose time will be of the essence.

5. The release of Liens and delivery of pledged collateral provided for herein will not discharge or in any manner affect or impair the enforceability of any outstanding Obligations that survive the termination of the Credit Agreement, including those arising under Sections 2.18(c), 2.19, 2.20, 10.2, 10.3, 10.4, 10.14 and 10.15 thereof.

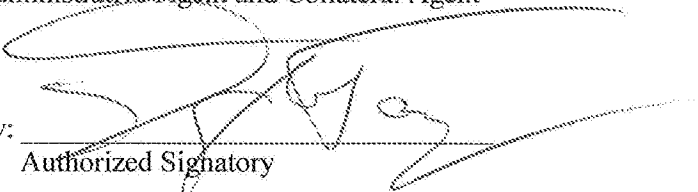
6. You confirm and agree that the indemnification provisions set forth in Section 10.3 of the Credit Agreement will apply and be enforceable by us in respect of our execution and delivery of this letter and the other instruments and agreements provided for herein, all actions taken or omitted by us and all claims based upon or arising in connection with any of the foregoing. We reserve the right to enforce, in respect of such execution, delivery, actions or claims, each and all of the rights, benefits, immunities, exculpatory provisions and indemnities enforceable by us as Administrative Agent under Section 9 of the Credit Agreement.

7. This letter will be governed by, and shall be construed and interpreted in accordance with, the laws of the State of New York. This letter may be executed by you and us in separate counterparts and the executed counterparts may be delivered by facsimile transmission or other electronic means, including pdf, all of which will be enforceable as an original. The provisions of Sections 10.3, 10.11, 10.13, 10.14, 10.15, 10.16, 10.17 and 10.19 of the Credit Agreement (**including waiver of the right to trial by jury**) will apply with like effect to this letter and any dispute arising hereunder.

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Very truly yours,


GOLDMAN SACHS CREDIT PARTNERS L.P., as
Administrative Agent and Collateral Agent

By: 
Authorized Signatory

Douglas Tansey
Authorized Signatory

Accepted and Agreed to as of the date
first written above:

GLOBAL CROSSING LIMITED

By: 

Name:
Title

SCHEDULE I

USD Term Loan (including Tack-on Loan)

principal	\$342,125,000.00
1% call premium	\$3,421,250.00
interest to the Pay-Off Date	\$2,614,500.24

Pay-Off Amount:

USD \$348,160,750.24

SCHEDULE OF TRADEMARKS

Mark	Ref#	Class(es)	Filed	Appl #	Reg Date	Reg #	Status
SKYNODE	14920-125GB2	38	8/22/1989	1397031	5/1/1992	1397031	REGISTERED
Owner: Global Crossing (UK) Telecommunications Ltd.							
38: Communications and telecommunications services for data and voice communications; provision of services for the management and control of data and electrical signal communicating networks; all included in Class 38; but not including any such services relating to the broadcasting of television and radio programmes							
SKYPORT	14920-128GB2	38	9/22/1989	1399301	5/22/1992	1399301	REGISTERED
Owner: Global Crossing (UK) Telecommunications Ltd.							
38: Communications and telecommunications services for data and voice communications; provision of services for the management and control of data and electrical signal communicating networks; all included in Class 38; but not including any such services relating to the broadcasting of television and radio programmes							
TERMINUS	14920-132GB1	38	3/6/1997	2125688	5/22/1998	2125688	REGISTERED
Owner: Global Crossing (UK) Telecommunications Ltd.							
38: Telecommunications and data communications services; management of telecommunications and data communications networks; rental of telecommunications and data communications apparatus, instruments and installations							
TRIPTALK	14920-112GB1	36	6/22/1995	2024844	2/23/1996	2024844	REGISTERED
Owner: Global Crossing Telecommunications, Inc.							
36: Debit card services for accessing local and long distance telecommunications services							
UNITED STATES							
7 CABLES & DESIGN	14920-010001	38	10/15/1999	75/823,428	8/7/2001	2,476,566	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Providing communications connections and transfer of data, voice, video and other information via a fiber optic-based network							
ALC (Stylized)	14920-114001	38	12/23/1987	73/702,568	10/18/1988	1,509,569	REGISTERED X
Owner: Global Crossing Telecommunications, Inc.							
38: Long distance telephone communication services							

Mark	Ref#	Class(es)	Filed	Appln #	Reg Date	Reg #	Status
ALL DAY 1+	14920-102002	38	10/28/2004	78/507,712			ALLOWED ✕
Owner: Global Crossing North America, Inc.							
38: Long distance telecommunication services, namely, long distance telephonic services							
ASIA GLOBAL CROSSING	14920-009001	38	10/8/1999	75/817,572	7/23/2002	2,598,569	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Providing communications connections and transfer of data, voice, video and other information via a fiber optic-based network							
CALL HOME AMERICA SELECT	14920-106001	38	10/5/1998	75/564,677	8/22/2000	2,380,013	REGISTERED ✕
Owner: Global Crossing North America, Inc.							
38: Telecommunications services, namely long distance services							
CALLNET	14920-085002	38	10/6/2005	78/728,033			ALLOWED
Owner: Global Crossing Holdings Limited							
38: Telecommunication services, namely, local and long distance telephonic communication services							
CASH GUARD	14920-086001	38	4/15/1996	75/088,247	7/15/1997	2,078,875	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Telephone calling card services with enhanced feature, namely, the extension of credit for telecommunications and related calling card services							
CC-1	14920-023002	38	11/22/2004	78/520,838			ALLOWED
Owner: Global Crossing Holdings Limited							
38: Providing communications connections and transfer of data, voice, video and other information via a fiber-optic based network							
CONFERCALL	14920-081002	38	5/15/2006	78/883,612			ALLOWED ✕
Owner: Global Crossing Telecommunications, Inc.							
38: Teleconferencing services.							

Mark	Ref#	Class(es)	Filed	Appin #	Reg Date	Reg #	Status
CONFERTECH	14920-080002	9	4/27/2006	78/871,148			ALLOWED ✕
	Owner: Global Crossing Telecommunications, Inc.						
	9: Electronic teleconferencing units.						
CT & Design	14920-079002	9	4/27/2006	78/871,378			ALLOWED ✕
	Owner: Global Crossing Telecommunications, Inc.						
	9: Electronic teleconferencing units						
CT CONFERTECH AND DESIGN	14920-078002	9	4/27/2006	78/871,304			ALLOWED ✕
	Owner: Global Crossing Telecommunications, Inc.						
	9: Electronic teleconferencing units.						
EXPRESSFRAME	14920-005001	38	10/22/2001	76/328,358	1/6/2004	2,803,055	REGISTERED
	Owner: Global Crossing Holdings Limited						
	38: Providing communications connections and transfer of data, voice, video and other information via a fiber optic-based network						
EXPRESSVIEW	14920-110002	9	5/24/2006	78/891,258			ALLOWED
	Owner: Global Crossing Holdings Limited						
	9: Computer software for tracking and reporting telecommunications costs and usage, namely for long distance, wireless and local traffic.						
FAMILY TIES	14920-101001	38	2/29/1996	75/066,641	4/21/1998	2,152,878	REGISTERED ✕
	Owner: Global Crossing North America, Inc.						
	38: Local and long distance telephonic communication services						
GLOBAL ACCLAIM	14920-141001	36	11/30/2006	77/054,081			PENDING
	Owner: Global Crossing Holdings Limited						
	36: Telephone calling card services						
GLOBAL CROSSING	14920-035001	38	4/2/1998	75/461,402	1/2/2001	2,416,750	REGISTERED
	Owner: Global Crossing Holdings Limited						
	38: Providing communications connections and transfer of data, voice, video and other information via a fiber optic-based network.						

Mark	Ref#	Class(es)	Filed	Appln #	Reg Date	Reg #	Status
GLOBAL CROSSING & DESIGN	14920-036001	38	4/2/1998	75/461,403	1/2/2001	2,416,751	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Providing communications connections and transfer of data, voice, video and other information via a fiber optic-based network							
GLOBAL CROSSING ACCESS	14920-099001	38	5/29/2001	76/264,727	2/19/2002	2,540,378	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Telephone calling card services							
GLOBAL CROSSING ATM	14920-098001	38	12/6/1999	75/864,384	9/25/2001	2,493,456	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Telecommunications services, namely an integrated services digital network to support voice, video and data communications applications							
GLOBAL CROSSING DSL	14920-097001	38	12/6/1999	75/864,388	8/28/2001	2,483,604	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Telecommunications Services, namely high speed transmission of data and information over a global computer network							
GLOBAL CROSSING ESP	14920-096001	35	12/6/1999	75/864,385	9/25/2001	2,493,457	REGISTERED
Owner: Global Crossing Holdings Limited							
35: Business management reporting and billing services, namely, providing reports on telephone usage and billing rates for incoming and outgoing calls							
GLOBAL CROSSING EXPEDITER	14920-095001	38	12/6/1999	75/864,387	9/25/2001	2,493,458	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Bundled package of telecommunication services for the manufacturing business customer, namely, electronic store-and-forward messaging and electronic transmission of data and documents via computer terminals, electronic voice messaging, namely, the recording, storage and subsequent transmission of voice messages by telephone, and enhanced telecommunication services, namely, call processing and forwarding, electronic voice and fax messaging for receipt, storage and transmission, and paging services, all via one personal number							

Mark	Ref#	Class(es)	Filed	Appln #	Reg Date	Reg #	Status
GLOBAL CROSSING EZ PLAN	14920-094001	38	12/6/1999	75/864,382	9/25/2001	2,493,465	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Telecommunications services, namely, long distance telephone services featuring a calling plan to save the customer money with competitive flat rates on domestic long distance calls, choice of international calling plan to fit business needs, and an easy-to-read invoice for all services							
GLOBAL CROSSING FRAME RELAY	14920-083001	38	12/6/1999	75/866,268	9/25/2001	2,493,462	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Telecommunication services, namely, an integrated services digital network to support voice and data communications applications over a global computer network							
GLOBAL CROSSING SERVICEPRO	14920-091001	38	12/6/1999	75/864,399	6/18/2002	2,583,084	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Telecommunications services, namely, long distance, audio and videoconferencing, paging, and cellular services							
GLOBAL CROSSING TRANSACTION	14920-108001	38	12/6/1999	75/864,391	1/22/2002	2,532,799	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Telecommunications services for financial services, namely, advanced toll-free routing options, utilization of Interactive Voice Response, wireless, calling card, electronic mail, teleconferencing and broadcast facsimile services							
HOMESAVER	14920-090002	38	4/25/2006	76/868,836			ALLOWED
Owner: Global Crossing Holdings Limited							
38: Local and long distance telephonic communication services							
INSTANTLINE 800	14920-117001	38	4/25/1988	73/724,107	2/7/1989	1,523,829	REGISTERED X
Owner: Global Crossing Telecommunications, Inc.							
38: Long distance telephone communication services							
ISP ADVANTAGE	14920-089001	38	11/22/1999	75/856,075	7/31/2001	2,472,995	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Telecommunications services, namely, connectivity services for data transfer on an global computer network							

Mark	Ref#	Class(es)	Filed	Appln #	Reg Date	Reg #	Status
MID-ATLANTIC CROSSING	14920-049001	38	4/2/1998	75/461,405	5/7/2002	2,567,719	REGISTERED
	Owner: Global Crossing Holdings Limited						
	38: Providing communications connections and transfer of data, voice, video and other information via a fiber optic-based network						
MULTIPOINT	14920-062001	38	4/5/1992	74/272,097	10/5/1993	1,797,303	REGISTERED
	Owner: Global Crossing Holdings Limited						
	38: Telecommunications services						
NORTH AMERICAN CROSSING	14920-051001	38	12/6/1999	75/864,395	9/25/2001	2,493,459	REGISTERED
	Owner: Global Crossing Holdings Limited						
	38: Providing telecommunications connections to a global computer network						
ONE PLANET ONE NETWORK	14920-038001	38	10/8/1999	75/818,144	4/3/2001	2,441,633	REGISTERED
	Owner: Global Crossing Holdings Limited						
	38: Providing communications and transfer of data, voice, video and other information via a fiber optic-based network						
OUTLOOK	14920-087002	38	2/23/2005	78/572,918			ALLOWED
	Owner: Global Crossing Holdings Limited						
	38: Local and long distance telephonic communications services						
PAC	14920-120001	38	5/20/2004	78/422,065			ALLOWED
	Owner: Global Crossing Holdings Limited						
	38: Providing communications connections and transfer of data, voice, video and other information via a fiber optic-based network						
POSTVIEW	14920-076001	38	10/25/1991	74/215,862	4/20/1993	1,766,936	REGISTERED X
	Owner: Global Crossing Telecommunications, Inc						
	38: Interactive voice messaging services for conference calls						
READY-ACCESS	14920-077001	38	5/20/1997	75/295,043	6/23/1998	2,167,501	REGISTERED
	Owner: Global Crossing Holdings Limited						
	38: Telecommunication services, namely, teleconferencing services						

Mark	Ref#	Class(es)	Filed	Appln #	Reg Date	Reg #	Status
SAC	14920-119001	38	5/20/2004	78/422,060			ALLOWED
Owner: Global Crossing Holdings Limited							
38: Providing communications connections and transfer of data, voice, video and other information via a fiber optic-based network							
SMARTROUTE IP VPN	14920-002001	38	10/22/2001	76/328,005	3/13/2007	3,218,358	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Providing communications connections and transfer of data, video and other information via a fiber optic-based network.							
SOUTH AMERICAN CROSSING	14920-065001	38	4/2/1998	75/461,411	1/22/2002	2,532,409	REGISTERED
Owner: Global Crossing Holdings Limited							
38: Providing communications connections and transfer of data, voice, video and other information via a fiber optic-based network							
TARGETLINE	14920-088002	38	4/21/2005	78/613,882			SUSPENDED
Owner: Global Crossing Holdings Limited							
38: Telecommunications services							
UCOMMAND and Design	14920-084001	36	2/22/1999	75/644,467	9/4/2001	2,484,230	REGISTERED
Owner: Global Crossing Holdings Limited							
36: Telecommunications and online services customer account information; telecommunications and online services customer account payment services, consulting telecommunications and online services customers about accounts and account information via a global computer network							
ULTIMATE 800	14920-092002	38	1/5/2007	77/076,561			PENDING
Owner: Global Crossing Holdings Limited							
38: Long distance telephone communication services							
UNIVERSAL REACH	14920-104002	9, 16, 36	6/30/2005	78/661,526			ALLOWED X
Owner: Global Crossing Advanced Card Services, Inc.							
9: Magnetically coded pre-paid telephone calling cards for international long distance communications							
16: Pre-paid international long distance telephone calling cards without magnetic coding							
36: International long distance telephone calling card and pre-paid calling card services							

VENEZUELA