

02-21-2003



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Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

2-13-03 RECC TF

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

McLeodUSA Holdings, Inc.
McLeodUSA Telecommunications Services, Inc.
McLeodUSA Incorporated

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 12/31/02

2. Name and address of receiving party(ies)

Name: Consolidated Communications, Inc.

Internal

Address:

Street Address: P.O. Box 1234

City: Mattoon State: IL Zip: 61938

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

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)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2622489, 1887489

1993425, 2063931, 2148186

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Leon Hirth

Internal Address: King & Spalding LLP

Street Address: 1185 Avenue of the Americas

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41) \$ 140

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

No. 11-0980

DO NOT USE THIS SPACE

9. Signature.

Leon Hirth

Name of Person Signing

Leon Hirth
Signature

2/13/03

Date

Total number of pages including cover sheet, attachments, and document: 4

02/18/2003 LMUELLER 00000083 2622489

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:8521
02 FC:8522

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100.00 00

TRADEMARK
REEL: 002674 FRAME: 0889

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS, dated as of December 31, 2002 ("Assignment"), by MCLEODUSA HOLDINGS, INC., c/o McLeod USA Technology Park, 6400 C. Street SW, P.O. Box 3177, Cedar Rapids, IA 52406-3177, a Delaware Corporation, MCLEODUSA TELECOMMUNICATIONS SERVICES, INC., c/o McLeod USA Technology Park, 6400 C. Street SW, P.O. Box 3177, Cedar Rapids, IA 52406-3177, an Iowa Corporation, MCLEODUSA INCORPORATED, c/o McLeod USA Technology Park, 6400 C. Street SW, P.O. Box 3177, Cedar Rapids, IA 52406-3177, a Delaware Corporation, with its principal place of business at c/o McLeod USA Technology Park, 6400 C. Street SW, P.O. Box 3177, Cedar Rapids, IA 52406-3177 (collectively, "Assignor"), in favor of CONSOLIDATED COMMUNICATIONS, INC., an Illinois corporation ("Assignee"), with its principal place of business at P.O. Box 1234, Mattoon, IL 61938.

WITNESSETH

WHEREAS, Assignor and/or certain of its affiliates and Assignee are parties to that certain Acquisition Agreement, dated as of July 16, 2002 (the "Acquisition Agreement") pursuant to which Assignor and/or certain of its affiliates have agreed to sell to Assignee and Assignee has agreed to purchase from Assignor and/or certain of its affiliates the Purchased Assets (as defined in the Acquisition Agreement) including, but not limited to, the registered trademarks listed on Schedule A (the "Marks").

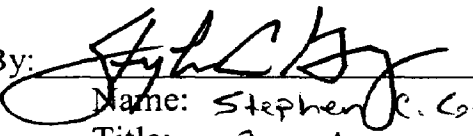
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer, set over, and deliver to Assignee all of Assignor's right, title and interest in and to the Marks in each case, together with the goodwill of the business symbolized thereby, and all causes of actions, claims and demands or other rights for, or arising from any infringement, including past infringement thereof.

Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to be executed such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment and to permit Assignee to be duly recorded as the registered owner of the rights hereby conveyed.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

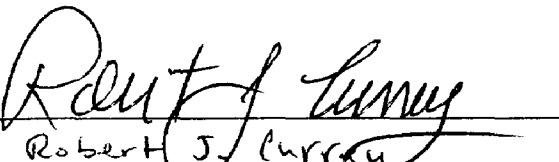
ASSIGNOR:

MCLEODUSA HOLDINGS, INC.,
MCLEODUSA TELECOMMUNICATIONS
SERVICES, INC.,
MCLEODUSA INCORPORATED.

By: 
Name: Stephen R. Coray
Title: President

Acknowledged and
Accepted:

CONSOLIDATED COMMUNICATIONS, INC. ("ASSIGNEE")

By: 
Name: Robert J. Curry
Title: President

SCHEDULE A TO ASSIGNMENT OF TRADEMARKS

TRADEMARK	REG. NO (SERIAL NO.)	DATE REGIST ERED (DATE FILED)	RECORD OWNER
FASTDIRECT/DSL	2622489	9/17/02	McLeodUSA Incorporated
CONSOLIDATED	1887489	4/4/95	McLeodUSA Holdings, Inc.
FROM VISION COME VALUES	1993425	8/13/96	McLeodUSA Holdings, Inc.
CCINET	2063931	5/20/97	McLeodUSA Telecommunications Services, Inc.
FINALLY, IT ALL FITS	2148186	3/31/98	McLeodUSA Telecommunications Services, Inc.