

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Merrill Lynch Capital Corporation		11/01/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	Software Spectrum, Inc.		
Street Address:	2140 Merritt Drive		
City:	Garland		
State/Country:	TEXAS		
Postal Code:	75041		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2862101	BUY. MANAGE. SIMPLIFY.	
Registration Number:	2387897		
Serial Number:	78401210	PLUS HARDWARE	
Registration Number:	2286903	SOFTWARE SPECTRUM	
Registration Number:	2402002	SOFTWARE SPECTRUM SMART SOLUTIONS FOR SMART COMPANIES	
Registration Number:	2321401	ZERO FOOTPRINT	
CORRESPONDENCE DATA			
Fax Number:	(866)459-2899		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-783-2700		
Email:	pagodoa@federalresearch.com		
Correspondent Name:	CBCInnovis dba Federal Research		
Address Line 1:	1023 Fifteenth Street, NW, Suite 401		
Address Line 2:	attn: Penelope J.A. Agodoa		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		

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ATTORNEY DOCKET NUMBER:	344433
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	11/07/2005
Total Attachments: 4 source=344433#page1.tif source=344433#page2.tif source=344433#page3.tif source=344433#page4.tif	

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY


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

1. Name of conveying party(ies): Merrill Lynch Capital Corporation <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 <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Software Spectrum, Inc.</u> Internal Address: _____ Street Address: <u>2140 Merritt Drive</u> City: <u>Garland</u> State: <u>TX</u> Zip: <u>75041-</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____ <small>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) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other (Release of Security) Execution Date: <u>November 1, 2005</u>	

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED. B. Trademark Registration No.(s) SEE ATTACHED. Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Penelope Agodoa</u> Internal Address: <u>Federal Research Corporation</u> Street Address: <u>1030 15th Street, NW</u> <u>Suite 920</u> City <u>Washington</u> State: <u>DC</u> Zip: <u>20005</u>	6. Total number of applications and registrations involved: 6 7. Total fee (37 CFR 3.41).....\$ _____ <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)
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DO NOT USE THIS SPACE

9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> Sophia Wilson _____ Name of Person Signing  _____ Signature 11/4/2005 _____ Date Total number of pages including cover sheet, attachments, and document: 4

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

U.S. TRADEMARKS RELEASE OF SECURITY INTEREST

THIS RELEASE dated as of November 1, 2005, by Merrill Lynch Capital Corporation, as Collateral Agent and Administrative Agent (as defined below) for the Lenders. Terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement referred to below.

A. Reference is made to the Credit Agreement dated as of December 1, 2004 (as amended, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), among Level 3 Financing, Inc. (the "*Borrower*"), Level 3 Communications, Inc. ("*Level 3*"), the lenders from time to time party thereto (the "*Lenders*") and Merrill Lynch Capital Corporation (the "*Agent*"). Capitalized terms used herein without definition shall have the meanings specified in the Credit Agreement.

B. Reference is made to the Collateral Agreement, dated as of December 1, 2004 (the "*Collateral Agreement*"), among the Grantors (as defined in the Collateral Agreement, including (i) Structure, LLC and Software Spectrum, Inc., each a "Designated Grantor Subsidiary") in favor of the Agent, pursuant to which, among other things, the Designated Grantor Subsidiaries granted a security interest to the Agent, for the benefit of certain secured parties named therein, in, among other things, the registered trademarks and pending trademark applications set forth on Annex I hereto (the "*Trademarks*"), which security interest was recorded with the United States Patent & Trademark Office.

C. In connection with the occurrence of the Enhanced Collateral Date, the Borrower has informed the Agent of its desire to obtain the release of all right, title and interest of the Agent, in its capacity as agent for the Lenders and each other grantee or beneficiary in and to the Trademarks granted under the Collateral Agreement by the Designated Grantor Subsidiaries.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all the Agent's right, title and interest (including, without limitation, security interests) in and to the Trademarks pursuant to the Collateral Agreement is hereby released as provided in the Collateral Agreement, including, without limitation, the Trademarks set forth on Annex I attached hereto.

ANNEX I

U.S. TRADEMARKS OWNED BY (i)STRUCTURE, LLC

MARK	STATUS	SERIAL NO.	REGISTRATION NO.	OWNER
Peace of Mind Is Priceless	Pending	78/383,599		(i)Structure, LLC
(i)	Registered	76/056,530	2764713	(i)Structure, LLC
(i)Structure	Registered	76/056,529	2598899	(i)Structure, LLC

U.S. TRADEMARKS OWNED BY SOFTWARE SPECTRUM, INC.

MARK	STATUS	SERIAL NO.	REGISTRATION NO.	OWNER
Buy.Manage.Simplify.	Registered	76/473,973	2862101	Software Spectrum, Inc.
Global Guy	Registered	75/849,151	2387897	Software Spectrum, Inc.
Plus Hardware	Pending	78/401,210		Software Spectrum, Inc.
Software Spectrum	Registered	75/181,071	2286903	Software Spectrum, Inc.
Software Spectrum Smart Solutions for Smart Companies and Design (logo)	Registered	75/848,922	2402002	Software Spectrum, Inc.
Zero Footprint	Registered	75/640,975	2321401	Software Spectrum, Inc.