

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Collateral Agent Appointment

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Welsh, Carson, Anderson & Stowe VIII, L.P.		07/25/2005	LIMITED PARTNERSHIP: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	TCP Agency Services, LLC
<b>Street Address:</b>	2951 28th Street
<b>Internal Address:</b>	Suite 1000
<b>City:</b>	Santa Monica
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90405
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 25**

Property Type	Number	Word Mark
Registration Number:	2071650	DELTACOM
Registration Number:	2071715	DELTACOM
Registration Number:	2405331	ITC^DELTACOM
Registration Number:	2405335	ITC^DELTACOM
Registration Number:	2407859	ITC DELTACOM
Registration Number:	2407860	ITC DELTACOM
Serial Number:	76010576	E^COM
Registration Number:	2528538	E^DELTACOM
Registration Number:	2900348	EVERYBODY'S TALKING
Serial Number:	76463744	GRAPEVINE
Registration Number:	1348561	SCIENTIFIC TELECOM
Registration Number:	2427897	BTI
Registration Number:	2461862	BTI TELECOMMUNICATIONS SERVICES

**CH \$640.00 2071650**

Registration Number:	2426407	BTINET
Registration Number:	2429877	D.S. LYNX
Registration Number:	2533513	D.S.LYNX
Registration Number:	2577608	INVOICE ONLINE
Registration Number:	2563320	MAX COMMERCE
Registration Number:	2561449	MAX COMMERCE A BTI COMPANY
Registration Number:	2357649	OPTIMIZER
Registration Number:	2711255	SIMPLICI-T
Serial Number:	76488925	TELECOM SIMPLIFIED
Registration Number:	2581457	THE FASTEST CAT ON THE NET
Registration Number:	2874175	VOICEPACK
Serial Number:	76614474	THINK OUTSIDE THE BELL

**CORRESPONDENCE DATA**

Fax Number: (212)822-5423  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-530-5000  
Email: jnici@milbank.com  
Correspondent Name: Milbank, Tweed, Hadley & McCloy LLP  
Address Line 1: One Chase Manhattan Plaza  
Address Line 2: Rm. 4680  
Address Line 4: New York, NEW YORK 10005-1413

ATTORNEY DOCKET NUMBER:	37773-01500
NAME OF SUBMITTER:	Janis Nici
Signature:	/janis nici/
Date:	11/17/2005

Total Attachments: 7  
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**COLLATERAL AGENT APPOINTMENT  
(Trademarks)**

WHEREAS, **INTERSTATE FIBERNET, INC.**, a Delaware corporation, **ITC^DELTACOM, INC.**, a Delaware corporation, **ITC^DELTACOM COMMUNICATIONS, INC.**, an Alabama corporation, **BUSINESS TELECOM, INC.**, a North Carolina corporation, **BTI TELECOM CORP.**, a North Carolina corporation, **BUSINESS TELECOM OF VIRGINIA, INC.**, a Virginia corporation and **DELTACOM INFORMATIONS SYSTEMS, INC.**, an Alabama corporation (hereinafter the "Grantors") granted a security interest in the trademark and service mark registrations and applications listed in the attached Exhibit A to **WELSH, CARSON, ANDERSON & STOWE VIII, L.P.**, as collateral agent, (hereinafter "Grantee"), as Collateral Agent under that certain Intellectual Property Security Agreement between the Grantors and Grantee, dated as of March 29, 2005 (the "IP Security Agreement"). The security interest in the trademark and service mark registrations and applications was recorded in the United States Patent and Trademark Office on [April 7 ], 2005 at Reel/Frame 3146/0253.

WHEREAS, Grantee has been succeeded by **TCP AGENCY SERVICES, LLC**, a Delaware limited liability company, with its principal place of business at 2951 28<sup>th</sup> Street, Suite 1000, Santa Monica, CA 90405, (hereinafter "Transferee"), as Collateral Agent under the IP Security Agreement, pursuant to that certain Securities Purchase Agreement, dated as of July 25, 2005 and that certain Reaffirmation and Amendment to Third Lien Security Documents, dated as of July 25, 2005, appointing Transferee as the new Collateral Agent.

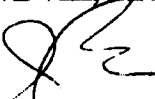
**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties and Grantee hereby confirm that Transferee as newly appointed Collateral Agent holds all right, title and interest in the security interest in the Collateral granted under the IP Security Agreement including, but not limited to, the security interest in the trademark and service mark registrations and applications.

**IN WITNESS WHEREOF**, the Grantee and Transferee by their duly authorized signatories have duly executed, acknowledged and delivered this Collateral Agent Appointment.

“GRANTEE”

**WELSH, CARSON, ANDERSON  
& STOWE VIII, L.P.**

Dated: 7/25/05

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Signature Page to Collateral Agent Appointment]

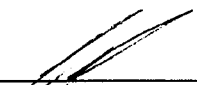
“TRANSFEEE”

TCP AGENCY SERVICES, LLC

By: TENNENBAUM CAPITAL  
PARTNERS, LLC  
Its: Managing Member

By: TENNENBAUM & CO., LLC  
Its: Managing Member

Dated: 7.25.05

By:   
Name: HOWARD M. LEVKOWITZ  
Title: MANAGING PARTNER

[Signature Page to Collateral Agent Appointment]

TRADEMARK  
REEL: 003195 FRAME: 0941

EXHIBIT A

**TRADEMARKS AND SERVICE MARKS - REGISTRATIONS AND APPLICATIONS**

<u>Owner</u>	<u>Trademark</u>	<u>Reg. No. / Serial No.</u>	<u>Registration Date/ Filing Date</u>	<u>Date Affidavit of Use and/or Renewal is Due; whether the Affidavit of Use and/or Renewal has been filed</u>
ITC^DeltaCom, Inc.	DELTACOM (Classes 38 and 42)	2,071,650	06/17/1997	Renewal and Affidavit of Use due 06/17/2007.
ITC^DeltaCom, Inc.	DELTACOM (& Design) (Classes 38 and 42)	2,071,715	06/17/1997	Renewal and Affidavit of Use due 06/17/2007.
ITC^DeltaCom, Inc.	ITC^DELTACOM (Class 38)	2,405,331	11/21/2000	Affidavit of Use due 11/21/06; Renewal and Affidavit of Use due 11/21/10.
ITC^DeltaCom, Inc.	ITC^DELTACOM (Class 42)	2,405,335	11/21/2000	Affidavit of Use due 11/21/06; Renewal and Affidavit of Use due 11/21/10.
ITC^DeltaCom, Inc.	ITC DELTACOM (& Design) (Class 38)	2,407,859	11/28/2000	Affidavit of Use due 11/28/06; Renewal and Affidavit of Use due 11/28/10.
ITC^DeltaCom, Inc.	ITC DELTACOM (& Design) (Class 42)	2,407,860	11/28/2000	Affidavit of Use due 11/28/06; Renewal and Affidavit of Use due 11/28/10.
ITC^DeltaCom, Inc.	E^COM (Classes 37, 38 and 42)	76/010,576	03/27/2000	Renewal and Affidavit of Use due 09/8/10.
ITC^DeltaCom, Inc.	E^DELTACOM (Classes 37, 38 and 42)	2,528,538	01/08/2002	Affidavit of Use due 01/08/08; Renewal and Affidavit of Use due 01/08/12.
ITC^DeltaCom Communications, Inc.	EVERYBODY'S TALKING (Class 38)	2,900,348	11/01/2004	Renewal and Affidavit of use due 05/02/10.
ITC^DeltaCom Communications, Inc.	GRAPEVINE (Class 38)	76/463,744	11/01/2002	Lost on appeal.
ITC^DeltaCom Communications, Inc.	GRAPEVINE EVERYBODY'S TALKING (Class 38)	76/463,530	11/01/2002	Abandoned.
Interstate FiberNet, Inc.	SCIENTIFIC TELECOM (& Design) (Classes 37, 38 and 42)	1,348,561	07/09/1985	Renewal and Affidavit of Use due 07/09/05.

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Interstate FiberNet, Inc.	AVDATA (Class 37)	2,158,977	05/19/1998	Abandoned.
Interstate FiberNet, Inc.	AVDATA (Class 42)	2,202,649	11/10/1998	Abandoned.
Interstate FiberNet, Inc.	AVDATA (& Design) (Class 37)	2,160,578	05/26/1998	Abandoned.
Interstate FiberNet, Inc.	AVDATA (& Design) (Class 42)	2,203,677	11/17/1998	Abandoned.
Business Telecom, Inc.	BTI (& Design) Classes 36, 38 and 42)	76/217,203	02/27/2001	Abandoned pursuant to Settlement Agreement with British Telecommunications.
Business Telecom, Inc.	BTI (Classes 36, 38 and 42)	2,427,897	02/13/2001	Affidavit of Use due 02/13/07; Renewal and Affidavit of Use due 02/13/11.
Business Telecom, Inc.	BTI TELECOMMUNIC ATIONS SERVICES (& Design) (Classes 36, 38 and 42)	2,461,862	06/19/2001	Affidavit of Use due 06/19/07; Renewal and Affidavit of Use due 06/19/11.
Business Telecom, Inc.	BTINET (Classes 38 and 42)	2,426,407	02/06/2001	Affidavit of Use due 02/06/07; Renewal and Affidavit of Use due 02/06/11. Will abandon pursuant to Settlement Agreement with British Telecommunications.
Business Telecom, Inc.	BTINET (& Design) (Classes 38 and 42)	76/135,109	09/25/2000	Abandoned pursuant to Settlement Agreement with British Telecommunications.
Business Telecom, Inc.	CLIENTEL (Class 38)	2,137,742	02/17/1998	Abandoned.
Business Telecom, Inc.	D.S. LYNX (& Design) (Class 38)	2,429,877	02/20/2001	Affidavit of Use due 02/20/07; Renewal and Affidavit of Use due 02/20/11.
Business Telecom, Inc.	D.S. LYNX (Class 38)	2,533,513	01/29/2002	Affidavit of Use due 01/29/08; Renewal and Affidavit of Use due 01/29/12.
Business Telecom, Inc.	FAMILY VALUES (Class 38)	2,134,879	02/03/1998	Abandoned.
Business Telecom, Inc.	FOUNDATIONS (Class 38)	2,137,741	02/17/1998	Abandoned.
Business Telecom, Inc.	HOSPITALITY SUITE	2,134,878	02/03/1998	Abandoned.



<u>Owner</u>	<u>Trademark</u>	<u>Reg. No./ Serial No.</u>	<u>Registration Date/ Filing Date</u>	<u>Date Affidavit of Use and/or Renewal is Due; whether the Affidavit of Use and/or Renewal has been filed</u>
	(Class 38)			
Business Telecom, Inc.	INVOICE ONLINE (& Design) (Class 36)	2,577,608	06/11/2002	Affidavit of Use due 06/11/08; Renewal and Affidavit of Use due 06/11/12.
Business Telecom, Inc.	MARKET VALUES (Class 38)	2,134,877	02/03/1998	Abandoned.
Business Telecom, Inc.	MAX COMMERCE (Classes 35 and 42)	2,563,320	04/23/2002	Affidavit of Use due 04/23/08; Renewal and Affidavit of Use due 04/23/12.
Business Telecom, Inc.	MAX COMMERCE A BTI COMPANY (& Design) (Classes 35 and 42)	2,561,449	04/16/2002	Affidavit of Use due 04/16/08; Renewal and Affidavit of Use due 04/16/12.
Business Telecom, Inc.	MEXICO EXPRESO (Class 36)	2,224,055	02/16/1999	Abandoned.
Business Telecom, Inc. [Owner in PTO database is listed as Radio Frequency Systems, Inc.]	OPTIMIZER (Class 9)	2,357,649	06/13/2000	Affidavit of Use due 06/13/06; Renewal and Affidavit of Use due 06/13/10.
Business Telecom, Inc.	SIMPLICI-T (& Design) (Class 38)	2,711,255	04/29/2003	Affidavit of Use due 04/29/09; Renewal and Affidavit of Use due 04/29/13.
Business Telecom, Inc.	SMARTER.FASTE R. BETTER.	2,134,895	02/03/1998	Abandoned.
Business Telecom, Inc.	TELECOM SIMPLIFIED	76/488,925	02/10/2003	Petition to revive abandoned application filed March 17, 2005.
Business Telecom, Inc.	THE FASTEST CAT ON THE NET	2,581,457	06/18/2002	Affidavit of Use due between 06/18/07 and 06/18/08; Renewal and Affidavit of Use due 06/18/12.
Business Telecom, Inc.	US DATACOM (Stylized)	76/135,122	09/25/2000	Abandoned.
Business Telecom, Inc.	VOICEPACK	2,874,175	08/17/2004	Affidavit of Use due 2/7/10.
ITC^DeltaCom Communications, Inc.	THINK OUTSIDE THE BELL	76614474	10/01/04	Pending.