

FORM PTO-1595

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

1/31/92

TRADEMARKS ONLY

Patent and Trademark Office

To the Director of Patents and Trademarks: Please Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Textron Financial Corporation

Entity: Delaware Corporation

Additional name(s) of conveying party(ies) attached?

Yes No

2. Name and address of receiving party(ies):

Name: Z-Tel Technologies, Inc.

Internal Address: 601 South Harbor Island Blvd.

Tampa, FL 33602

3. Nature of conveyance:

- Assignment Merger
 - Security Agreement Change of Name
 - Other Release of Security Agreement
- Execution Date May 13, 2005

Entity: Delaware Corporation

Additional Name(s) & Address(es) attached Yes No

4. Application or registration number(s):

A. Trademark Application No.(s)
 75/453,878; 75/530,528; 75/813,521; 76/110,575;
 78/070,030; 78/082,523; 78/329,860; 75/484,608;
 75/537,228; 75/822,317; 76/110,578; 78/070,952;
 78/115,408; 75/513,820; 75/629,012; 75/896,714;
 76/110,579; 78/081,328; 78/144,467; 75/513,821;
 75/756,582; 75/923,717; 76/141,063; 78/081,329;
 78/158,170; 75/513,870; 75/767,041; 76/028,197;
 76/156,793; 78/082,233; 78/312,677

B. Trademark Registration No. (s)

Additional numbers attached? Yes No

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

Please send the recorded assignment back by fax to 312-258-5600 to the attention of:

SCHIFF HARDIN LLP
 Chris Bollinger, Attorney
 P.O. Box 06079
 Chicago, IL 60606-0079
 Telephone: (312) 258-5500
 Customer Number: 32415-0008

6. Total number of trademarks involved

31

7. Total Fee (37 CFR 3.41

\$790.00

Authorization is given to charge the deposit account for the above fee and any additional fees required or to credit any overpayment.

8. Deposit Account Number:

19-0409

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:

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.

Chris Bollinger

Name of Person Signing

Signature

10/21/05

Date

Total number of pages including cover sheet and attached documents 2

Mail documents to be recorded and required cover sheet information to:

By Fax: 703/306-5995
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

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RELEASE OF SECURITY INTEREST

KNOW ALL MEN BY THESE PRESENTS that TEXTRON FINANCIAL CORPORATION, a Delaware corporation, whose address is 11575 Great Oaks Way, Suite 210, Alpharetta, Georgia 30022, does hereby release and discharge the security interest created by the Patent, Copyright and Trademark Security Agreement dated April 22, 2004 and recorded on September 3, 2004, Reel No. 2929, Frame No. 0301 in the United States Patent and Trademark Office and in particular the security interest in Property Numbers 75453878, 75530528, 75813521, 76110575, 78070030, 78082523, 78329860, 75484608, 75537228, 75822317, 76110578, 78070952, 78115408, 75513820, 75629012, 75896714, 76110579, 78081328, 78144467, 75513821, 75756582, 75923717, 76141063, 78081329, 78158170, 75513870, 75767041, 76028197, 76156793, 78082233 and 78312677 (the "Security Interest"), granted to Textron Financial Corporation by Z-TEL TECHNOLOGIES, INC., the debt secured by the Security Interest having been paid and satisfied in full.

IN WITNESS WHEREOF, the undersigned has caused this Release to be executed as of this 13th day of May, 2005.

TEXTRON FINANCIAL CORPORATION

By: [Signature]
Name: Ron Eckhoff
Title: Vice President / SAE

State of Georgia
County of Fulton

Before me personally appeared Ron Eckhoff, Senior Account Executive of Textron Financial Corporation, the signer of the foregoing Release, who acknowledged the same to be the free act and deed of said Textron Financial Corporation.

[Signature]

Print Name: Vicki L. Heller
Notary Public
My Commission Expires: 1/23/08

