

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECOND LIEN INTELLECTUAL PROPERTY SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MORGAN STANLEY & CO. INCORPORATED		06/01/2006	CORPORATION:
RECEIVING PARTY DATA			
Name:	NTELOS INC.		
Street Address:	401 SPRING LANE, SUITE 300		
City:	WAYNESBORO		
State/Country:	VIRGINIA		
Postal Code:	22980		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	2118566	NETACCESS	
Registration Number:	2181268	INSTANT RAS	
Registration Number:	2113922	INSTANT ISDN	
Registration Number:	2251275	LIKE A HOME PHONE AWAY FROM HOME.	
Registration Number:	2309398	A DIFFERENT STAR IN CYBERSPACE	
Registration Number:	2309400	BUILDING YOUR BRANCH OFFICE IN CYBERSPACE	
Registration Number:	2589563	NTELOS	
Registration Number:	2629019	NTELOS	
Registration Number:	2586328	NTELOS	
Registration Number:	2589565	NTELOS	
Registration Number:	2506541	NREGION	
Registration Number:	2611895	NNETWORK	
Serial Number:	78381380	HOMEFREE	

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900054388

TRADEMARK
REEL: 003357 FRAME: 0318

Serial Number:

78381384

HOMEFREE

CORRESPONDENCE DATA

Fax Number: (646)848-4455

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-848-4455

Email: jlik@shearman.com

Correspondent Name: Alfi Guindi

Address Line 1: 599 Lexington Avenue

Address Line 2: Shearman & Sterling LLP - IP Docketing

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:

5822/2970

NAME OF SUBMITTER:

Alfi Guindi

Signature:

/ALFI GUINDI/

Date:

07/28/2006

Total Attachments: 7

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RELEASE OF SECOND LIEN INTELLECTUAL PROPERTY SECURITY INTEREST

This RELEASE OF SECOND LIEN INTELLECTUAL PROPERTY SECURITY INTEREST is made this 1st day of June, 2006, by MORGAN STANLEY & CO. INCORPORATED (“Morgan Stanley”), in its capacity as collateral agent (the “Collateral Agent”) for the Secured Parties (as defined in the Credit Agreement referred to below), in favor of the Grantors (as defined in the IP Security Agreement referred to below) (heretofore, the “Released Parties”).

W I T N E S S E T H:

WHEREAS, NTELOS, Inc., a Virginia corporation, entered into that certain Second Lien Credit Agreement dated as of February 24, 2005(as amended, restated or otherwise modified from time to time, the “Credit Agreement”), with Morgan Stanley Senior Funding, Inc., as Administrative Agent, Morgan Stanley & Co. Incorporated, as Collateral Agent, and the Lender Parties party thereto. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement.

WHEREAS, as a condition precedent to the making of Advances by the Lender Parties under the Credit Agreement, each Grantor (as defined in the IP Security Agreement referred to below) executed and delivered that certain Second Lien Security Agreement dated February 24, 2005 made by the Grantors to the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

WHEREAS, in connection with the Security Agreement, Grantors and Collateral Agent entered into that certain Second Lien Intellectual Property Security Agreement dated as of February 24, 2005 (the “IP Security Agreement”), whereby Grantors granted the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest (the “Second Lien Security Interest”) in, among other things, certain intellectual property of the Grantors (the “Intellectual Property”), and agreed as a condition thereof to execute the IP Security Agreement for recording with the U.S. Patent and Trademark Office, the United States Copyright Office and other governmental authorities;

WHEREAS, the IP Security Agreement was recorded in the United States Patent and Trademark Office on February 24, 2005 at Reel/Frames 3140/0007-0021;

WHEREAS, the IP Security Agreement was recorded in the United States Copyright Office on February 24, 2005 at Volume/Page 3522/654;

WHEREAS, reference is made to that certain Amended and Restated Credit Agreement (as amended, restated, supplemented or otherwise modified, the “New Credit Agreement”) dated as of June 1, 2006 among NTELOS, Inc., (the “Borrower”), the Subsidiary Guarantors (as defined in the New Credit Agreement), the Lenders (as defined in the New Credit Agreement), the Issuing Bank (as defined in the New Credit Agreement), Morgan Stanley & Co. Incorporated, as collateral agent (together with any successor collateral agent appointed pursuant to Article VII of the New Credit Agreement) for the Secured Parties (as defined in the New Credit Agreement) and Morgan Stanley Senior Funding, Inc., as administrative agent (together with any successor administrative agent appointed pursuant to Article VII of the New Credit

Agreement, the “Administrative Agent”), for the Lender Parties (as defined in the New Credit Agreement);

WHEREAS, as conditions precedent to the extension of credit under the New Credit Agreement, (i) the Credit Agreement shall have been released or terminated and the Administrative Agent shall have received evidence that all such actions with respect thereto have been taken including, without limitation, receipt of duly executed payoff letters and UCC-3 termination statements, reflexive lien searches and mortgage releases and satisfaction and (ii) Intercreditor Agreement (as defined in the Credit Agreement) shall have been terminated;

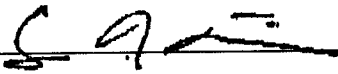
WHEREAS, Morgan Stanley has agreed to terminate and release its Second Lien Security Interest in the Intellectual Property, and assign, transfer, and grant all of its right, title and interest with respect to its Second Lien Security Interest in the Intellectual Property to the Released Parties;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Morgan Stanley hereby terminates and releases to Released Parties and their successors and assigns, without recourse, representation or warranty of any kind, the Second Lien Security Interest in the Intellectual Property, as defined in the IP Security Agreement, including, without limitation, the Released Trademarks listed on Schedule I, and the Released Copyrights listed on Schedule II, in each case granted pursuant to the IP Security Agreement.

[signature page follows]

IN WITNESS WHEREOF, Morgan Stanley has caused this Release of Second Lien Intellectual Property Security Interest to be executed and delivered by its duly authorized officer as of the date first set forth above.

MORGAN STANLEY & CO. INCORPORATED

By: 
Name: Eugene F. Martin
Title: Duly Authorized Signatory

Schedule I

to

Release of Second Lien Intellectual Property Security Interest

Trademarks

Trademark	Reg. No. / Date	App. No. / Filed	Owner	Status
NETACCESS	2118566 19971202	75/145,629 19960806	Brooktrout Technology, Inc.	Registered
INSTANT RAS	2181268 19980811	75/178,588 19961008	NetAccess, Inc.	Registered
INSTANT ISDN	2113922 19971118	75/178,615 19961008	Brooktrout Technology, Inc.	Registered
LIK A HOME PHONE AWAY FROM HOME.	2251275 19990608	75/449,256 19980312	Ntelos Inc.	Registered
A DIFFERENT STAR IN CYBERSPACE	2309398 20000118	75/654,675 19990306	NetAccess, Inc.	Registered
BUILDING YOUR BRANCH OFFICE IN CYBERSPAC	2309400 20000118	75/654,697 19990305	NetAccess, Inc.	Registered
NTELOS	2589563 20020702	76/091,606 20000719	Ntelos Inc.	Registered
NTELOS	2629019 20021001	76/092,029 20000719	Ntelos Inc.	Registered
NTELOS	2586328 20020625	76/092,030 20000719	Ntelos Inc.	Registered
NTELOS	2589565 20020702	76/092,032 20000719	Ntelos Inc.	Registered
NREGION	2506541 20011113	76/174,400 20001201	Ntelos Inc.	Registered
NNETWORK	2611895 20020827	76/174,405 20001201	Ntelos Inc.	Registered
HOMEFREE	30057353 20051011	78/381,380 20040310	Ntelos Inc.	Registered
HOMEFREE	3005736 20051011	78/381,384 20040310	Ntelos Inc.	Registered

Schedule II

to

Release of Second Lien Intellectual Property Security Interest

Copyrights

Copyright	Reg. No.	Reg. Date	Owner	Status
Your valley connection, CFW Cellular.	VA-421-228	1990801	CFW Cellular, Inc.	Registered
Waynesboro, VA, Staunton, and Augusta County telephone directory, 1997-98.	TX-4-516-644	19970710	CFW Communication Company	Registered
Alleghany County, VA, telephone directory, 1997-98	TX-4-633-769	19970908	CFW Communication Company	Registered
Alleghany County, VA, telephone directory, 1989	TX-4-821-925	19990112	CFW Communication Company	Registered
CFW PC/Switch interface programs	TX-634-223	19940603	CFW Communication Company	Registered
Turn to touch	VA-424-443	19900808	CFW Telephone Inc.	Registered
Waynesboro, VA, Staunton, and Augusta County telephone directory, 1998-99.	TX-4-733-101	19980625	CFW Intelos	Registered
Waynesboro, VA, telephone directory, June 1993	TX-3-557-454	19930527	CFW Telephone Inc.	Registered
Clifton Forge, VA, Covington & Alleghany County, telephone directory, August 1993	TX-3-613-062	19930729	CFW Telephone Inc.	Registered
Augusta County, VA, telephone directory, 1994	TX-3-777-273	19940516	CFW Telephone Inc.	Registered
Covington, VA, telephone directory, 1994-95	TX-3-852-316	19940906	CFW Telephone Inc.	Registered
Waynesboro, VA, Staunton and Augusta County, 1999-2000	TX-4-945-090	19990609	CFW Telephone Inc.	Registered

Copyright	Reg. No.	Reg. Date	Owner	Status
Alleghany County, VA, telephone directory, August 1990-200	TX-4-988-986	19990916	CFW Telephone Inc.	Registered
Waynesboro, VA, Staunton and Augusta County, yellow pages, June 1992	TX-3-315-725	19920328	CFW Telephone Inc.	Registered
Clifton Forge, VA, Covington & Alleghany County, yellow pages, August 1991	TX-3-106-402	19910729	CFW Telephone Inc.	Registered
Waynesboro, VA, and Augusta County, official directory, June 1991	TX-3-061-694	19910528	CFW Telephone Inc.	Registered
Clifton Forge, VA, directory, August 1990	TX-2-857-911	19900726	CFW Telephone Inc.	Registered
Waynesboro, VA, official directory, June 1990	TX-2-830-972	19900530	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, August 1989	TX-2-611-911	19890804	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, June 1989	TX-2-582-039	19890530	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1988	TX-2-404-689	19881007	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, 1988	TX-2-316-541	19880531	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1987	TX-2-117-643	19870804	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1986	TX-1-882-499	19860729	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, 1986	TX-1-840-561	19860719	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1985	TX-1-670-970	19851001	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1984	TX-1-615-602	19850607	CFW Telephone Inc.	Registered

Copyright	Reg. No.	Reg. Date	Owner	Status
Waynesboro, et al., VA, official directory, 1985	TX-1-607-263	19850716	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, 1984	TX-1-394-420	19840808	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1983	TX-1-201-675	19830926	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, 1983	TX-1-181-115	19830822	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1982	TX-958-625	19820816	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, 1982	TX-903-255	19820525	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1981	TX-766-120	19810807	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, 1981	TX-698-103	19810526	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1980	TX-568-009	19800902	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, 1980	TX-490-302	19800605	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, 1979	TX-269-818	19790618	CFW Telephone Inc.	Registered
Clifton Forge, et al., VA, official directory, 1978	TX-128-267	19781026	CFW Telephone Inc.	Registered
Waynesboro, et al., VA, official directory, 1978	TX-108-304	19780713	CFW Telephone Inc.	Registered