

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Substitution of Agent in Trademarks |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------|----------|----------------|-------------------------------------|
| Bank of America, N.A. | | 09/21/2006 | National Association: UNITED STATES |

RECEIVING PARTY DATA

| | |
|--------------------------|--|
| Name: | Wells Fargo Bank, National Association |
| Street Address: | Sixth and Marquette |
| Internal Address: | MAC N9303-120 |
| City: | Minneapolis |
| State/Country: | MINNESOTA |
| Postal Code: | 55479 |
| Entity Type: | National Association: UNITED STATES |

PROPERTY NUMBERS Total: 17

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------------------|
| Registration Number: | 2467503 | BIRCH |
| Registration Number: | 2186707 | BIRCH TELECOM |
| Registration Number: | 2325801 | BIRCH TELECOM |
| Serial Number: | 78365372 | BIRCHLINK |
| Registration Number: | 1696494 | CAPITAL GBS COMMUNICATIONS |
| Registration Number: | 2908160 | HOME CONNECTION |
| Registration Number: | 2577238 | I IONEX |
| Registration Number: | 2542377 | I IONEX |
| Registration Number: | 2509015 | IONEX |
| Registration Number: | 2514288 | IONEX TELECOMMUNICATIONS, INC. |
| Registration Number: | 2503776 | MIGHTY MOUTH |
| Registration Number: | 2616143 | SERVICE. SAVINGS. SIMPLICITY. |
| Registration Number: | 2779990 | SP@CE GENIE |

CH \$440.00 2467503

| | | |
|----------------------|----------|----------------------------|
| Registration Number: | 2691468 | SP@CE HOST |
| Serial Number: | 75697175 | SPRAWLNET |
| Serial Number: | 75717670 | THE SPRAWLER |
| Registration Number: | 2558118 | YOUR BUSINESS' BEST FRIEND |

CORRESPONDENCE DATA

Fax Number: (214)981-3400

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

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin, LLP

Address Line 2: 717 N. Harwood St., Suite 3400

Address Line 4: Dallas, TEXAS 75201

| | |
|-------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 30761-30020 |
| NAME OF SUBMITTER: | Dusan Clark |
| Signature: | /Dusan Clark/ |
| Date: | 10/26/2006 |

Total Attachments: 6

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NOTICE OF SUBSTITUTION OF AGENT IN TRADEMARKS

This **NOTICE OF SUBSTITUTION OF AGENT IN TRADEMARKS** (this "Notice") is executed as of September 21, 2006, by and among (i) BIRCH TELECOM FINANCE, INC., a Delaware corporation (the "Borrower"), (ii) BIRCH TELECOM, INC., a Delaware corporation (the "Company"), (iii) BANK OF AMERICA, N.A., as the former administrative agent (the "Prior Agent"), and (iv) WELLS FARGO BANK, NATIONAL ASSOCIATION, as the successor administrative agent (in such capacity, together with its successors and assigns, if any, in such capacity, "Assignee").

W I T N E S S E T H

WHEREAS, reference is made to the Credit Agreement, dated as of April 13, 2006, among the Borrower, the Company, the institutions from time to time parties to the Credit Agreement as lenders (the "Lenders"), and the Prior Agent, as administrative agent, as amended by Amendment No. 1 to Credit Agreement, dated as of August 7, 2006 ("Amendment No. 1"), among the Borrower, the Company, the Lenders and the Assignee, as successor administrative agent (as the same may be amended, restated, amended and restated, supplemented or modified from time to time, the "Credit Agreement"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Credit Agreement;

WHEREAS, Prior Agent elected to resign on or about May 30, 2006 as Administrative Agent under the Credit Agreement and each of the other Credit Documents to which it is a party (collectively, the "Relevant Transaction Documents"), and the other parties to the Credit Agreement appointed Assignee as successor Administrative Agent under the Credit Documents;

WHEREAS, Assignee accepted its appointment as successor Administrative Agent under the Relevant Transaction Documents;

WHEREAS, pursuant to Amendment No. 1, all the rights and duties of Administrative Agent under various agreements, documents, instruments and certificates (including without limitation, the Guarantee and Collateral Agreement, dated as of April 13, 2006, as the same may be amended, restated, amended and restated, supplemented or modified from time to time, the "Collateral Agreement" and the Trademark Security Agreement, dated as of April 13, 2006, as the same may be amended, restated, amended and restated, supplemented or modified from time to time) were assigned to Assignee; and

WHEREAS, Prior Agent is executing this Notice for the purpose of giving notice of the transfer of Prior Agent's right, title, and interest in the Collateral (as defined in the Collateral Agreement) to Assignee pursuant to Amendment No. 1.

NOW, THEREFORE, Prior Agent hereby gives notice that all of Administrative Agent's right, title and interest, in and to the Collateral related to the Trademarks, described on Schedule A attached hereto, were transferred and conveyed to Assignee as set forth in Amendment No. 1.

This Notice shall be governed by and shall be construed and enforced in accordance with the laws of the State of New York.

This Notice may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Prior Agent has caused this Notice to be duly executed by its duly authorized officer or representative as of the day and year first above written.

BANK OF AMERICA, N.A., as Prior Agent

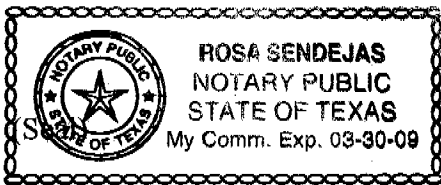
By: Maurice E. Washington

Name: Maurice E. Washington
Title: Assistant Vice President

NOTARY BLOCK:

STATE OF Texas
COUNTY OF Dallas

This instrument was acknowledged to me on Maurice Washington by AVP as the Sept day of 11th, 2006.



Rosa Sendejas
Notary Public

My Commission Expires: 03/30/09

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Successor Administrative
Agent and as Assignee

By: 

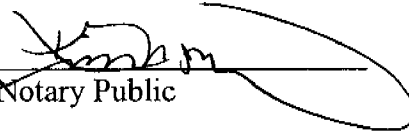
Name: JEFFERY ROSE
Title: Vice President

NOTARY BLOCK:

STATE OF Minnesota
COUNTY OF Dakota

This instrument was acknowledged to me on September 8, 2006 by JEFFERY ROSE Vice President
8th day of September, 2006. as the _____




Notary Public

My Commission Expires: Jan 31, 2009

BIRCH TELECOM FINANCE, INC.,
as Borrower

By: [Signature]
Name:
Title:

NOTARY BLOCK:

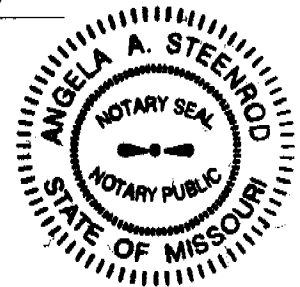
STATE OF Missouri
COUNTY OF Jackson

This instrument was acknowledged to me on _____ by _____ as the 13th
day of September, 2006.

Angela A. Steenrod
Notary Public

(Seal)

My Commission Expires: 5/18/2010



ANGELA A. STEENROD
Notary Public - State of Missouri
CLAY COUNTY
My Commission Expires May 18, 2010
Commission # 06887286

BIRCH TELECOM, INC.,
as Company

By: [Signature]
Name:
Title:

NOTARY BLOCK:

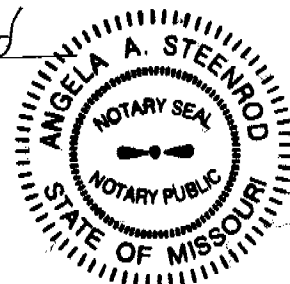
STATE OF Missouri
COUNTY OF Jackson

This instrument was acknowledged to me on _____ by _____ as the 13th
day of September, 2006.

Angela A Steenrod
Notary Public

(Seal)

My Commission Expires: 5/18/2010



ANGELA A. STEENROD
Notary Public - State of Missouri
CLAY COUNTY
My Commission Expires May 18, 2010
Commission # 06887286

[Signature]
Notary Public

(Seal)

My Commission Expires: _____

Trademark Notice

TRADEMARK
REEL: 003416 FRAME: 0552

Schedule A

| Mark | Registration No. (Serial No.) | Registration Date (Application Date) |
|--|-------------------------------|---|
| BIRCH | 2,467,503 | 7/10/2001 |
| BIRCH TELECOM | 2,186,707 | 9/1/1998 |
| BIRCH TELECOM (and free leaf design) | 2,325,801 | 3/7/2000 |
| BIRCHLINK | 78/365,372 | 2/10/2004 |
| CAPITAL GBS COMMUNICATIONS (and design) | 1,696,494 | 6/23/1992 |
| HOME CONNECTION | 2,908,160 | 12/7/2004 |
| I IONEX (and design) | 2,577,238 | 6/11/2002 |
| I IONEX (and design) | 2,542,377 | 2/26/2002 |
| IONEX | 2,509,015 | 11/20/2001 |
| IONEX TELECOMMUNICATIONS, INC. | 2,514,288 | 12/14/2001 |
| MIGHTY MOUTH | 2,503,776 | 11/6/2001 |
| SERVICES.SAVINGS.SIMPLICITY | 2,616,143 | 8/12/1998 |
| SP@CE GENIE | 2,779,990 | 11/4/2003 |
| SP@CE HOST | 2,691,468 | 2/25/2003 |
| SPRAWLNET | 75/697,175 | 5/4/1999 |
| THE SPRAWLER | 75/717,670 | 5/28/1999 |
| YOUR BUSINESS' BEST FRIEND | 2,558,118 | 4/9/2002 |