

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Bank of New York Trust Company, N.A. as successor to General Electric Capital Corporation		07/31/2007	Agent:

RECEIVING PARTY DATA

Name:	Business Telecom of Virginia, Inc.
Street Address:	7037 Old Madison Pike, Suite 400
City:	Huntsville
State/Country:	ALABAMA
Postal Code:	35806
Entity Type:	CORPORATION: VIRGINIA

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	1998782	ACADEMIC EDGE
Registration Number:	2137742	CLIENTEL
Registration Number:	2134879	FAMILY VALUES
Registration Number:	2137741	FOUNDATIONS
Registration Number:	2134878	HOSPITALITY SUITE
Registration Number:	2134877	MARKET VALUES
Registration Number:	2224055	MEXICO EXPRESO
Registration Number:	2134895	SMARTER.FASTER.BETTER.
Registration Number:	2119936	UNIPASS
Serial Number:	75611437	BTI
Serial Number:	76094081	BTI TELECOMMUNICATIONS SERVICES
Serial Number:	75868346	BTI

CH \$465.00 1998782

Serial Number:	76008170	BTI
Serial Number:	75924791	D.S.LYNX
Serial Number:	75925992	D.S. LYNX
Serial Number:	76009007	THE FASTEST CAT ON THE NET
Serial Number:	76009388	THE WORLD WIDE WAIT IS OVER
Serial Number:	75424220	US DATACOM INC

CORRESPONDENCE DATA

Fax Number: (917)777-2432
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212 735 2432
Email: mfagin@skadden.com
Correspondent Name: Matthew Fagin
Address Line 1: 4 Times Square
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	091450/2
NAME OF SUBMITTER:	Matthew Fagin
Signature:	/Matthew Fagin/
Date:	07/31/2007

Total Attachments: 4
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Release") is given as of this 31 day of July, 2007, by THE BANK OF NEW YORK TRUST COMPANY, N.A., located at 100 Ashford Center North, Suite 520, Atlanta, Georgia 30338 as successor to GENERAL ELECTRIC CAPITAL CORPORATION, in its capacity as Agent for the Lenders (together with its successors in such capacities, the "Assignor"), in favor of BUSINESS TELECOM OF VIRGINIA, INC., a Virginia corporation, located at 7037 Old Madison Pike, Suite 400 Huntsville, Alabama 35806, ("Assignee").

Capitalized terms used in this Release, but not defined herein, shall have the respective meanings ascribed to them in the Trademark Security Agreement or Credit Agreement referred to below, as applicable.

WHEREAS, Assignor, Assignee and Lenders entered into that certain Second Amended and Restated Loan Agreement, as of September 22, 1997 (as at any time amended, the "Credit Agreement"), and Assignor and Assignee entered into that certain Trademark Security Agreement, dated as of August 15, 2000 (as at any time amended, the "Trademark Security Agreement");

WHEREAS, the Trademark Security Agreement was recorded with the U.S. Patent and Trademark Office on September 15, 2000, at Reel 2178/Frame 0739;

WHEREAS, pursuant to the Loan Agreement and the Trademark Security Agreement, Assignee granted to Assignor, on behalf of itself and Lenders, a continuing first priority security interest in all of such Assignee's right, title and interest in and to and under the Trademark Collateral, including the Trademarks and Trademark Licenses listed on Exhibit A hereto, in each case, whether then existing or thereafter created or acquired;

WHEREAS, the Parties desire that Assignor terminate and release its continuing first priority security interest in the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

Assignor hereby terminates and releases its continuing first priority security interest in all right, title and interest in and to and under the Trademark Collateral, and reassigns any and all interest that it may have therein to Assignee.


Assignor hereby authorizes Assignee or Assignee's authorized representative to (i) record this Release with the United States Patent and Trademark Office, (ii) file UCC Financing Statement Amendments with the applicable filing office in order to memorialize the release of any security interest of Assignor in the Trademark Collateral, and/or (iii) otherwise file this Release.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignor has caused this **RELEASE OF SECURITY INTEREST IN TRADEMARKS** to be executed and delivered by its officer thereunto duly authorized as of the date above first written.

ASSIGNOR:

**THE BANK OF NEW YORK TRUST
COMPANY, N.A.**, as Collateral Agent, as
successor to General Electric Capital
Corporation

By: 

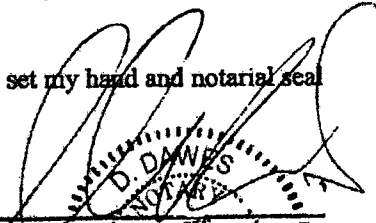
Name: THOMAS E. CLOWER

Title: VICE PRESIDENT

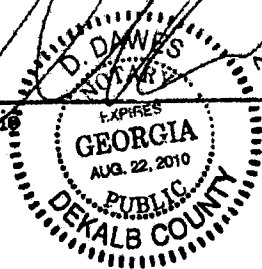
STATE OF Georgia)
) SS.
COUNTY OF DeKalb)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Thomas E. Clewley, personally known to me to be the Vice President of The Bank of New York Trust Company, N.A., appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the governing body of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have heretunto set my hand and notarial seal
this 31st day of July, 2007.



Notary Public



My commission expires:

EXHIBIT A TO RELEASE OF SECURITY INTEREST IN TRADEMARKS**TRADEMARK COLLATERAL****TRADEMARK REGISTRATIONS****Registered Service Marks**

MARK	SERIAL NUMBER	REGISTRATION ISSUED	REGISTRATION NUMBER
Academic Edge	74/626,624	09/03/96	1,998,782
Clientele	75/037,336	02/17/98	2,137,742
Family Values	75/037,335	02/03/98	2,134,879
Foundations	75/037,334	02/17/98	2,137,741
Hospitality Suite	75/037,333	02/03/98	2,134,878
Market Values	75/037,332	02/03/98	2,134,877
Mexico Expresso	75/393,342	02/16/99	2,224,055
Smarter.Faster.Better	75/049,732	02/03/98	2,134,895
Unipass	75/224,402	12/09/97	2,119,936

Applications for Service Marks

MARK	INTENT FILED	SERIAL NUMBER	STATUS
BTI (Telephone)	05/14/99	75/611,437	Pending
BTI & Design	7/24/00	76/094,081	Pending
BTI (Cable)	12/9/99	75/868,346	Pending
BTI (Cable) & Design	3/21/00 (date mailed)	To be assigned 76/008,170	Pending
BTINet	08/11/99	75/776,545	Pending
DSLynx	2/22/00	75/924,791	Pending
DSLynx & Design	2/22/00	75/925,992	Pending
Fastest Cat on the Net	3/22/00 (date mailed)	To be assigned 76/009,007	Pending
The Worldwide Wait is Over	3/24/00	To be assigned 76/009,388	Pending
US Datacom, Inc.	1/27/98	75/424,220	Pending