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<b>TRADEMARK ASSIGNMENT</b>
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Electronic Version v1.1  
 Stylesheet Version v1.1

06/30/2009  
 900137506

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
McLeodUSA Holdings, Inc.		06/29/2009	CORPORATION, DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Deutsche Bank Trust Company Americas		
Street Address:	80 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Collateral Agent: UNITED STATES /New York		
<b>PROPERTY NUMBERS Total: 11</b>			
Property Type	Number	Word Mark	
Registration Number:	3177880	PREFERRED ADVANTAGE	
Registration Number:	2902483	PREFERRED ADVANTAGE	
Registration Number:	2797680	QUALITY	
Registration Number:	2826586	STARQUALITY	
Registration Number:	2823220	VALUE PREFERRED	
Registration Number:	2836445	KEY SYSTEM PREFERRED	
Registration Number:	2817177	PREFERRED ADVANTAGE	
Registration Number:	3062050	ONLINE PREFERRED	
Registration Number:	2806656	SIMPLE PREFERRED	
Registration Number:	2789973	PREMIUM PREFERRED	
Registration Number:	2741113	ONE SIMPLE CONNECTION	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)354-8113		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			

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**TRADEMARK**  
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Phone: 212-819-8200  
Email: trademarkdocket@whitecase.com  
Correspondent Name: White & Case LLP  
Address Line 1: 1155 Avenue of the Americas  
Address Line 2: Attn.: Trademark Department  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1128782-0007
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	06/30/2009
Total Attachments: 5 source=mcleodusa holdings#page1.tif source=mcleodusa holdings#page2.tif source=mcleodusa holdings#page3.tif source=mcleodusa holdings#page4.tif source=mcleodusa holdings#page5.tif	

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**GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, McLeodUSA Holdings, Inc., a Delaware corporation (the "Grantor") with principal offices at One PacTec Plaza, 600 Willowbrook Office Park, Fairport, New York 14450, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005 (the "Grantee"), a security interest in (i) all of the Grantor's rights, title and interest in and to the United States trademarks and all trademark applications (the "Trademarks") set forth on Schedule A attached hereto, in each case together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Trademarks, (iii) the goodwill of the businesses with which the Trademarks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Amended and Restated Security Agreement among the Grantor, the other assignors from time to time party thereto, the Grantee and each Authorized Representative (as defined in the Security Agreement) from time to time party thereto, dated as of February 28, 2007 and amended and restated as of June 29, 2009 (as the same has been or may be amended, modified, restated, and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Trademarks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement and is not intended to increase the rights of the Grantee pursuant to the Security Agreement or the obligations of the Grantee beyond the rights

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and obligations contained in the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble, have the meanings provided or provided by reference in the Security Agreement.

This Grant may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

**[Remainder of this page intentionally left blank; signature page follows]**

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
29<sup>th</sup> day of June, 2009.

MCLEODUSA HOLDINGS, INC., Grantor

By: Keith M. Wilson  
Name: Keith M. Wilson  
Title:

2009 Patent IP Grant of Security Interest

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DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By 

Name: Anca Trifan

Title: Director

By 

Name:

Title: **Dusan Lazarov**  
**Vice President**

2009 Patent IP Grant of Security Interest

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SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
PREFERRED ADVANTAGE	3177880	11-28-2006
PREFERRED ADVANTAGE	2902483	11-09-2004
(Star) QUALITY logo	2797680	12-23-2003
STARQUALITY	2826586	3-23-2004
VALUE PREFERRED	2823220	3-16-2004
KEY SYSTEM PREFERRED	2836445	4-27-2004
PREFERRED ADVANTAGE	2817177	2-24-2004
ONELINE PREFERRED	3062050	2-28-2006
SIMPLE PREFERRED	2806656	1-20-2004
PREMIUM PREFERRED	2789973	12-02-2003
ONE SIMPLE CONNECTION	2741113	7-29-2003

*2009 Patent IP Grant of Security Interest*

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RECORDED: 06/30/2009

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