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J: WHITE & CASE LLP COMPANY: 1155 AVENUE OF THE AMERICAS

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.106/30/2009
900137507

SUBMISSION TYPE:	NEW ASSIGNMENT																							
NATURE OF CONVEYANCE:	Grant of Security Interest																							
CONVEYING PARTY DATA																								
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>McLeodUSA Incorporated</td> <td></td> <td>06/29/2009</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	McLeodUSA Incorporated		06/29/2009	CORPORATION: DELAWARE													
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<table border="1"> <tr> <td>Name:</td> <td>Deutsche Bank Trust Company Americas</td> </tr> <tr> <td>Street Address:</td> <td>60 Wall Street</td> </tr> <tr> <td>City:</td> <td>New York</td> </tr> <tr> <td>State/Country:</td> <td>NEW YORK</td> </tr> <tr> <td>Postal Code:</td> <td>10005</td> </tr> <tr> <td>Entity Type:</td> <td>Collateral Agent: UNITED STATES /New York</td> </tr> </table>				Name:	Deutsche Bank Trust Company Americas	Street Address:	60 Wall Street	City:	New York	State/Country:	NEW YORK	Postal Code:	10005	Entity Type:	Collateral Agent: UNITED STATES /New York									
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CORRESPONDENCE DATA																								
Fax Number:	(212)354-8113																							
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>																								
Phone:	212-819-8200																							
Email:	trademarkdocket@whitacasa.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 10038																							

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D:\WHITE & CASE LLP COMPANY:1155 AVENUE OF THE AMERICAS

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

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O:WHITE & CASE LLP COMPANY:1155 AVENUE OF THE AMERICAS

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, McLeodUSA Incorporated, 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 Grantor beyond the rights

NEW YORK 7/1/2009 (2X)

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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]

NEW YORK 7215200 (2/0)

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
28th day of June, 2009.

MCLEODUSA INCORPORATED, Grantor

By: 
Name: Keith M. Wilson
Title:

2009 Postec IP Grant of Security Interest

NEW YORK 781290 (28)

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WHITE & CASE LLP COMPANY: 1155 AVENUE OF THE AMERICAS

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By 

Name: Anca Trifan
Title: Director

By 

Name: Dusan Lazarov
Title: Vice President

2009 Patent IP Grant of Security Interest

NEW YORK 721 (200-021)

TRADEMARK
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SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
MCLEODUSA	2997597	9-20-2005
MCLEODUSA	2997596	9-20-2005
CALLEDGE	2849099	6-1-2004
MCLEODUSA	2183393	8-25-1998
MCLEODUSA	2183392	8-25-1998
PRIMELINE	1933705	11-07-1995

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