

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cincinnati Bell Inc.		02/16/2005	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	901 Main Street
Internal Address:	Mail Code TX1-492-14-11
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3208784	ZOOMNEWS
Registration Number:	3492004	COMPLETE PROTECTION
Registration Number:	3470823	
Registration Number:	3497925	ZSTREET
Serial Number:	77683188	EVOLVE EMOBILITY
Serial Number:	77683157	EVOLVE EMERGE
Serial Number:	77683142	EVOLVE EVANTAGE
Serial Number:	77682887	EVOLVE BUSINESS SOLUTIONS
Serial Number:	77415940	EVOLVE
Serial Number:	77197212	BETTER AS ONE
Serial Number:	77122324	CINCINNATI BELL

CORRESPONDENCE DATA

Fax Number: (919)416-8328

900149150

**TRADEMARK
 REEL: 004108 FRAME: 0042**

OP \$290.00 3208784

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

Phone: 9192868041
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ATTORNEY DOCKET NUMBER:	017625.2364 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	12/04/2009

Total Attachments: 4

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Shared Collateral Pledge Agreement dated as of February 16, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the undersigned (the "Obligor") and Bank of America, N.A., as collateral agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

Trademark No.	Description of Trademark	Date of Trademark
<i>See Schedule 1 attached hereto.</i>		

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied for	Date of Trademark Applications
<i>See Schedule 1 attached hereto.</i>		

[Signature pages follow]

The Obligor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CINCINNATI BELL INC.,
an Ohio corporation

By: *Kimly Shealy*
Name:
Title:

Acknowledged and Accepted:

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

By: _____
Name:
Title:

CINCINNATI BELL INC.
TRADEMARK NOTICE

TRADEMARK
REEL: 004108 FRAME: 0045

The Obligor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

CINCINNATI BELL INC.,
an Ohio corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

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

By: 
Name: **Antonikia (Toni) Thomas**
Title: **Assistant Vice President**

CINCINNATI BELL INC.
TRADEMARK NOTICE

Schedule 1

Cincinnati Bell Inc.
(Ohio Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
ZOOMNEWS	3208784	02/13/07
COMPLETE PROTECTION	3492004	08/26/08
Design only	3470823	07/22/08
ZSTREET	3497925	09/09/08

Pending Applications

Mark	Application No.	Filing Date
EVOLVE EMOBILITY and Design	77683188	03/04/09
EVOLVE EMERGE and Design	77683157	03/04/09
EVOLVE EVANTAGE and Design	77683142	03/04/09
EVOLVE BUSINESS SOLUTIONS	77682887	03/04/09
EVOLVE	77415940	03/07/08
BETTER AS ONE	77197212	06/04/07
CINCINNATI BELL	77122324	03/05/07

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