

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
Cincinatti Bell Inc.		06/11/2010	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: 21

Property Type	Number	Word Mark
Registration Number:	3665613	EVOLVE
Registration Number:	3208784	ZOOMNEWS
Registration Number:	3492004	COMPLETE PROTECTION
Registration Number:	3470823	
Registration Number:	3497925	ZSTREET
Registration Number:	3028633	YOU ADD, WE SUBTRACT.
Registration Number:	3027257	+ -
Registration Number:	2812035	I WIRELESS
Registration Number:	2866989	I WIRELESS
Registration Number:	2371972	CINCINNATI BELL WIRELESS
Registration Number:	1577366	
Registration Number:	1327696	
Registration Number:	2756518	I

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Registration Number:	1546153	BELL
Serial Number:	77683188	EVOLVE EMOBILITY
Serial Number:	77683157	EVOLVE EMERGE
Serial Number:	77683142	EVOLVE EVANTAGE
Serial Number:	77682887	EVOLVE BUSINESS SOLUTIONS
Serial Number:	77197212	BETTER AS ONE
Serial Number:	77122324	CINCINNATI BELL
Serial Number:	77791423	CONNECT 5

CORRESPONDENCE DATA

Fax Number: (919)416-8328
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Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
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Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-4583 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	06/14/2010

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 Security and Pledge Agreement dated as of June 11, 2010 (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 as defined and 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
	See Schedule 1 attached hereto	

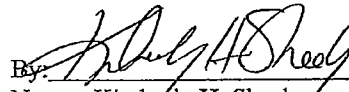
TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied for	Date of Trademark Applications
	See Schedule 1 attached hereto	

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.

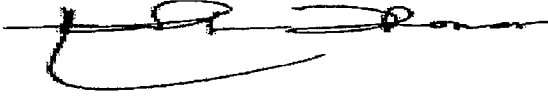
Very truly yours,

CINCINNATI BELL INC.,
an Ohio corporation

By: 
Name: Kimberly H. Sheehy
Title: Vice President and Treasurer

Acknowledged and Accepted:

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

A handwritten signature in black ink, appearing to read 'Antonikia L. Thomas', written over a horizontal line.

By:

Name: Antonikia (Toni) L. Thomas

Title: Assistant Vice President

CINCINNATI BELL INC.
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004223 FRAME: 0997

Schedule 1

**Cincinnati Bell Inc.
(Ohio Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
EVOLVE	3665613	08/11/09
ZOOMNEWS	3208784	02/13/07
COMPLETE PROTECTION	3492004	08/26/08
Design only	3470823	07/22/08
ZSTREET	3497925	09/09/08
YOU ADD, WE SUBTRACT	3028633	12/13/05
Design only	3027257	12/13/05
I WIRELESS and Design	2812035	02/10/04
I WIRELESS and Design	2866989	07/27/04
CINCINNATI BELL WIRELESS and Design	2371972	08/01/00
Design only	1577366	01/16/90
Design only	1327696	10/05/71
I and Design	2756518	08/26/03
BELL	1546153	07/04/89

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
BETTER AS ONE	77197212	06/04/07
CINCINNATI BELL	77122324	03/05/07
CONNECT 5	77791423	07/28/09