

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 Entertainment 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: 3			
Property Type	Number	Word Mark	
Registration Number:	3139386	ZOOMTOWN	
Registration Number:	2813268	ZOOMTOWN.COM	
Registration Number:	2672446	ZOOMTOWN	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	017625-4583 JES		
NAME OF SUBMITTER:	John E. Slaughter		

OP \$90.00 3139386

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TRADEMARK
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Signature:	/John E. Slaughter/
Date:	06/14/2010
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NOTICE

**OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Non-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 Obligors party thereto (each an "Obligor" and collectively, the "Obligors") 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 undersigned 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	

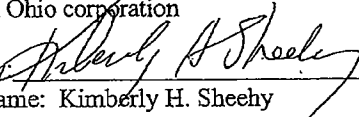
TRADEMARK APPLICATIONS

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

The Obligors 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.

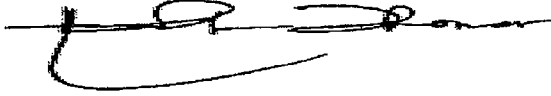
Very truly yours,

CINCINNATI BELL
ENTERTAINMENT 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

Schedule 1

Cincinnati Bell Entertainment Inc.
(Ohio Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
ZOOMTOWN	3139386	09/05/06
ZOOMTOWN.COM	2813268	02/10/04
ZOOMTOWN	2672446	01/07/03

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