

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Connect America.com, LLC		12/23/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	TD Bank, N.A.		
Street Address:	370 Main Street		
City:	Worcester		
State/Country:	MASSACHUSETTS		
Postal Code:	01608		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3397744	CONNECT AMERICA	
CORRESPONDENCE DATA			
Fax Number: (617)502-5002			
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email: tadmin@choate.com			
Correspondent Name: Elizabeth A. Walker			
Address Line 1: Two International Place			
Address Line 2: Choate Hall & Stewart LLP			
Address Line 4: Boston, MASSACHUSETTS 02110			
ATTORNEY DOCKET NUMBER:	2006064.0005		
NAME OF SUBMITTER:	Elizabeth A. Walker		
Signature:	/Elizabeth A. Walker/		
Date:	01/04/2011		

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TRADEMARK
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Total Attachments: 4

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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "**Agreement**"), is entered into as of December __, 2010, by Connect America.com, LLC, a Delaware limited liability company (the "**Grantor**"), in favor of TD Bank, N.A. (the "**Agent**"), in its capacity as Administrative Agent under and as defined in the Credit Agreement, dated as of December 23, 2010 among the Grantor, Connect America.com Holdings, LLC, the Agent and the other lenders party thereto.

WITNESSETH:

WHEREAS, the Grantor is a party to a Security and Pledge Agreement dated as of the date hereof (the "**Security Agreement**") in favor of the Agent pursuant to which the Grantor is required to execute and deliver this Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Agent, for the benefit of the lenders party thereto, to enter into the Security Agreement, the Grantors hereby agree with the Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in this Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Grantor hereby pledges and grants to the Agent for the benefit of the Lenders and Agent a lien on and a security interest in and to all of its right, title and interest in, to and under all:

- (a) trademarks for which registrations or applications for registration are listed on the Schedule attached hereto;
- (b) goodwill associated with such trademarks; and
- (c) proceeds of any and all of the foregoing.

SECTION 3. Security Agreement. The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Security Agreement and the Grantor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the security interest in the trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provision of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed
as of the day and year first written above.

CONNECT AMERICA.COM, LLC

By: 

Name: Kenneth S. Gross

Title: President and Chief Executive Officer

TD BANK, N.A.

By: _____

Name: Gregory Spurr

Title: Senior Lender, Commercial Banking

[Signature Page to Trademark Security Agreement]


TRADEMARK
REEL: 004446 FRAME: 0598

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed
as of the day and year first written above.

CONNECT AMERICA.COM, LLC

By: _____
Name: Kenneth S. Gross
Title: President and Chief Executive Officer

TD BANK, N.A.

By: 
Name: Gregory Spurr
Title: Senior Lender, Commercial Banking

SCHEDULE

<u>Trademark</u>	<u>Application No. or Registration No.</u>	<u>Status</u>	<u>Owner</u>
CONNECT AMERICA	Reg. No. 3397744	Active	ConnectAmerica.com, LLC