

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
Birch Telecom, Inc.		06/01/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	901 Main Street		
Internal Address:	Mail Code: TX1-492-14-05		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	2186707	BIRCH TELECOM	
Registration Number:	2325801	BIRCH TELECOM	
Registration Number:	2908160	HOME CONNECTION	
Registration Number:	2577238	I IONEX	
Registration Number:	2542377	I IONEX	
Registration Number:	2509015	IONEX	
Registration Number:	2514288	IONEX TELECOMMUNICATIONS, INC.	
Registration Number:	2503776	MIGHTY MOUTH	
Registration Number:	2616143	SERVICE. SAVINGS. SIMPLICITY.	
Registration Number:	2779990	SP@CE GENIE	
Registration Number:	2691468	SP@CE HOST	
Registration Number:	3047178	THE SPRAWLER	
Registration Number:	2558118	YOUR BUSINESS' BEST FRIEND	

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TRADEMARK
 REEL: 004560 FRAME: 0813

OP \$490.00 2186707

Registration Number:	2467503	BIRCH
Registration Number:	3549607	BIRCH COMMUNICATIONS
Registration Number:	2962432	BIRCHLINK
Registration Number:	3226827	BUSINESS FIRST
Registration Number:	3016517	SPRAWLNET
Registration Number:	3862411	AT YOUR SERVICE

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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:	327000-11441 EAR
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NAME OF SUBMITTER:	Ellen A. Rubel
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Signature:	/Ellen A. Rubel/
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Date:	06/14/2011
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Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

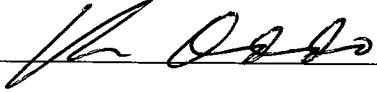
Please be advised that pursuant to the Security Agreement dated as of June 1, 2011 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

Very truly yours,

BIRCH TELECOM, INC.,
a Delaware corporation

By:
Name:
Title:

A handwritten signature in black ink, appearing to be "J. H. Oates", is written over a horizontal line.

Acknowledged and Accepted:

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

By: _____

Name:

Title:



Anne M. Zeschke
Vice President

BIRCH COMMUNICATIONS, INC.
NOTICE OF SECURITY INTERESTS IN TRADEMARKS
(BIRCH TELECOM, INC.)

TRADEMARK
REEL: 004560 FRAME: 0817

UNITED STATES TRADEMARKS:

Registrations:

TRADEMARK OWNER	REGISTRATION NUMBER	TRADEMARK	STATUS
Birch Telecom, Inc.	2,186,707	BIRCH TELECOM	In use
Birch Telecom, Inc.	2,325,801	BIRCH TELECOM (and free leaf design)	In use
Birch Telecom, Inc.	2,908,160	HOME CONNECTION	In use
Birch Telecom, Inc.	2,577,238	I IONEX (and design)	Immaterial use – intend to let registration lapse
Birch Telecom, Inc.	2,542,377	I IONEX (and design)	Immaterial use – intend to let registration lapse
Birch Telecom, Inc.	2,509,015	IONEX	In use
Birch Telecom, Inc.	2,514,288	IONEX TELECOMMUNICATIONS, INC.	Immaterial use – intend to let registration lapse
Birch Telecom, Inc.	2,503,776	MIGHTY MOUTH	Immaterial use – intend to let registration lapse
Birch Telecom, Inc.	2,616,143	SERVICE.SAVINGS.SIMPLICITY	Immaterial use – intend to let registration lapse
Birch Telecom, Inc.	2,779,990	SP@CE GENIE	Immaterial use – intend to let registration lapse
Birch Telecom, Inc.	2,691,468	SP@CE HOST	In use
Birch Telecom, Inc.	3,047,178	THE SPRAWLER	Immaterial use – intend to let registration lapse
Birch Telecom, Inc.	2,558,118	YOUR BUSINESS' BEST FRIEND	Immaterial use – intend to let registration lapse
Birch Telecom, Inc.	2,467,503	BIRCH	In use
Birch Telecom, Inc.	3,549,607	BIRCH COMMUNICATIONS & Design	In use
Birch Telecom, Inc.	2,962,432	BIRCHLINK	In use
Birch Telecom, Inc.	3,226,827	BUSINESS FIRST	In use
Birch Telecom, Inc.	3,016,517	SPRAWLNET	Immaterial use – intend to let registration lapse
Birch Telecom, Inc.	3,862,411	AT YOUR SERVICE	In use