

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interests in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deutsche Bank Trust Company Americas, as original administrative and collateral agent		05/31/2011	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as successor administrative and collateral agent
Street Address:	Bank of America Plaza
Internal Address:	901 Main Street
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202-3714
Entity Type:	a National Association: UNITED STATES

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2903556	US LEC
Registration Number:	2966259	US LEC VOICE / DATA / INTERNET
Registration Number:	2834669	NOT BIGGER, JUST BETTER
Registration Number:	2966275	US LEC
Registration Number:	3008963	US LEC VOICE / DATA / INTERNET
Registration Number:	3050875	THE CONNECTION YOU KEEP
Registration Number:	3164830	DYNAMIC T
Registration Number:	2463344	FAST.NET
Registration Number:	2395483	HOSTME!
Registration Number:	2436464	1 2 3 HOSTME!
Registration Number:	2463404	1 2 3 HOSTME!
Registration Number:	2581588	FASTNET

OP \$365.00 2903556

Registration Number:	3198614	US LEC POWERSUITE
Registration Number:	3198613	POWERSUITE

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128198200
Email: fcutajar@whitecase.com
Correspondent Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 2: Patents & Trademarks
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1128782-0007
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	06/15/2011

Total Attachments: 7
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ASSIGNMENT OF SECURITY INTERESTS IN TRADEMARKS

THIS ASSIGNMENT OF SECURITY INTEREST (this "Assignment") dated as of May 31, 2011 is entered into by and between Deutsche Bank Trust Company Americas ("DB" or the "Initial Agent") and Bank of America, N.A. ("Bank of America"). All capitalized terms used herein and not otherwise defined shall have the respective meanings provided such terms in the Restated Credit Agreement referred to below.

WHEREAS, PAETEC Holding Corp. (the "Borrower"), the Guarantors from time to time party thereto, the Lenders from time to time party thereto, and DB as the original Administrative Agent and Collateral Agent thereunder entered into that certain Amended and Restated Credit Agreement, dated as of February 28, 2007, as amended and restated as of May 31, 2011 (as the same may be further amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"); and

WHEREAS, the Lenders severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth in the Credit Agreement; and

WHEREAS, in connection with the Credit Agreement, the Borrower, Allworx Corp., McLeodUSA LLC (successor in interest to McLeodUSA Incorporated and McLeodUSA Holdings, Inc.), PaeTec Communications, Inc., Quagga Corporation, US LEC LLC (successor in interest to US LEC Corp.), and PAETEC iTel, L.L.C. (formerly known as US LEC iTel, L.L.C.) (collectively, the "Grantors"), and DB, as Collateral Agent, entered into that certain Security Agreement, dated as of February 28, 2007, and amended and restated as of June 29, 2009 (as the same may be further amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, US LEC LLC, was required to and did execute and deliver a Grant of Security Interest in United States Trademarks whereby US LEC LLC granted to the Initial Agent a security interest in certain trademarks and trademark applications, including, without limitation, those listed on Schedule A attached hereto (the "Secured IP") in each case together with all Proceeds (as such term is defined in the Security Agreement) and products of the Trademarks, the goodwill of the businesses with which the Trademarks are associated, and all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same, for the benefit of the Secured Parties;

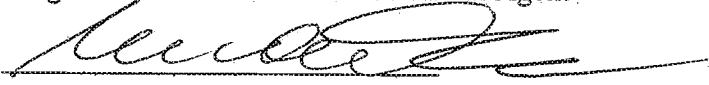
NOW, THEREFORE, (i) for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Initial Agent hereby gives notice of its grant, conveyance, and assignment, on an exclusive basis, to Bank of America, its successors, legal representatives, and assigns, of all the Initial Agent's right, title and interest in and to the Secured IP, including, without limitation, all liens and security interests, and to any renewals and/or extensions thereof, as well as any products and proceeds thereof, including all goodwill, income, royalties, and damages now and hereafter due or payable to the Initial Agent, for past, present, or future infringements and misappropriations, as well as all rights to sue for such infringements and misappropriations, and all rights corresponding to any of the above, including but not limited to

the security interest in the Secured IP recorded with the United States Patent and Trademark Office.

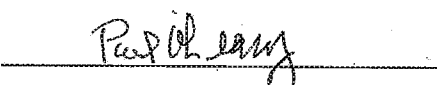
[Remainder of page intentionally left blank. Signature page to follow.]

IN WITNESS WHEREOF each of the undersigned has caused this assignment to be executed by its duly authorized officer as of the first date written above.

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Original Administrative and Collateral Agent:

By: 

Name: Anca Trifan
Title: Managing Director

By: 

Name: Paul O'Leary
Title: Director

BANK OF AMERICA, N.A.
as Successor Administrative and Collateral Agent to DEUTSCHE BANK TRUST
COMPANY AMERICAS

By: _____

Name: _____

Title: _____

ACKNOWLEDGED AND CONSENTED TO BY:

US LEC LLC
as Grantor

By: _____

Name: _____

Title: _____

[Signature Page to Assignment of Security Interests in Trademarks]

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DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Original Administrative and Collateral Agent

By: _____

Name: _____

Title: _____

By: _____

Name: _____

Title: _____

BANK OF AMERICA, N.A.
as Successor Administrative and Collateral Agent to DEUTSCHE BANK TRUST
COMPANY AMERICAS

By: 

Name: Antonikia (Toni) Thomas
Assistant Vice President

Title: _____

ACKNOWLEDGED AND CONSENTED TO BY:

US LEC LLC
as Grantor

By: _____

Name: _____

Title: _____

[Signature Page to Assignment of Security Interests in Trademarks]

IN WITNESS WHEREOF each of the undersigned has caused this assignment to be executed by its duly authorized officer as of the first date written above.

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Original Administrative and Collateral Agent

By: _____

Name: _____

Title: _____

By: _____

Name: _____

Title: _____

BANK OF AMERICA, N.A.
as Successor Administrative and Collateral Agent to DEUTSCHE BANK TRUST
COMPANY AMERICAS

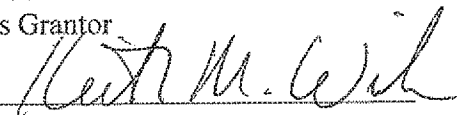
By: _____

Name: _____

Title: _____

ACKNOWLEDGED AND CONSENTED TO BY:

US LEC LLC
as Grantor

By: 

Name: Keith M. Wilson

Title: Executive Vice President, Chief
Financial Officer and Treasurer

[Signature Page to Assignment of Security Interests in Trademarks]

Schedule A

TRADEMARKS

Owner	Mark	App Number	Reg. Number	App Date	Reg. Date
US LEC LLC (successor in interest to US LEC Corp.)	US LEC ("LEC" Disclaimed)		2,903,556		Nov. 16, 2004
US LEC LLC (successor in interest to US LEC Corp.)	US LEC VOICE/DATA/INTERNET ("LEC" and "VOICE/DATA/INTERNET" Disclaimed)		2,966,259		July 12, 2005
US LEC LLC (successor in interest to US LEC Corp.)	NOT BIGGER JUST BETTER		2,834,669		Apr. 20, 2004
US LEC LLC (successor in interest to US LEC Corp.)	US LEC ("LEC" Disclaimed)		2,966,275		July 12, 2005
US LEC LLC (successor in interest to US LEC Corp.)	US LEC VOICE/DATA/INTERNET ("LEC" and "VOICE/DATA/INTERNET" Disclaimed)		3,008,963		Oct. 25, 2005
US LEC LLC (successor in interest to US LEC Corp.)	THE CONNECTION YOU KEEP		3,050,875		Jan. 24, 2006
US LEC LLC (successor in interest to US LEC Corp.)	DYNAMIC T		3,164,830		Oct. 31, 2006
US LEC LLC (successor in interest to US LEC Corp.)	FAST.NET	75/768,329	2,463,344	July 28, 1999	June 26, 2001
US LEC LLC (successor in interest to US LEC Corp.)	HOSTME!	75/767,218	2,395,483	Aug. 3, 1999	Oct. 17, 2000
US LEC LLC (successor in interest to US LEC Corp.)	123 HOSTME! (Stylized)	75/767,216	2,436,464	Aug. 3, 1999	Mar. 20, 2001
US LEC LLC (successor in interest to US LEC Corp.)	123 HOSTME!	75/802,162	2,463,404	Sept. 17, 1999	June 26, 2001

US LEC LLC (successor in interest to US LEC Corp.)	FASTNET	76/207,854	2,581,588	Feb. 9, 2001	June 18, 2002
US LEC LLC (successor in interest to US LEC Corp.)	US LEC POWERSUITE	78/826,026	3,198,614	Mar. 1, 2006	Jan. 16, 2007
US LEC LLC (successor in interest to US LEC Corp.)	POWERSUITE	78/826,025	3,198,613	Mar. 1, 2006	Jan. 16, 2007