

TO: SUTHERLAND ASBILL & BRENNAN LLP COMPANY: 999 PEACHTREE STREET NE

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

**06/17/2011
 900194789**

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mashell Telecom, Inc.		06/15/2011	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	CoBank ACB		
Street Address:	5500 S. Quebec Street		
City:	Greenwood Village		
State/Country:	COLORADO		
Postal Code:	80111		
Entity Type:	Federally Chartered Bank: USA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3679131	RAINIER CONNECT	
Registration Number:	3177128	RAINIER CONNECT	
Registration Number:	3176898	MEGAFLEX	
CORRESPONDENCE DATA			
Fax Number:	(404)853-8806		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	404-853-8127		
Email:	julie.murphy@sutherland.com		
Correspondent Name:	Sutherland Asbill & Brennan LLP		
Address Line 1:	999 Peachtree Street NE		
Address Line 4:	Atlanta, GEORGIA 30309-3996		
ATTORNEY DOCKET NUMBER:	10801-0333		
NAME OF SUBMITTER:	James H. Johnson, Jr.		
Signature:	/James H. Johnson, Jr./		

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TO: SUTHERLAND ASBILL & BRENNAN LLP COMPANY: 999 PEACHTREE STREET NE

Date:

06/17/2011

Total Attachments: 3

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TO: SUTHERLAND ASBILL & BRENNAN LLP COMPANY: 999 PEACHTREE STREET NE

EXECUTION VERSION

**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, MASHELL TELECOM, INC., a Washington corporation ("**Pledgor**"), is the owner of the trademarks and service marks listed on **Schedule A** attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on **Schedule A** attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "**Trademarks**"); and

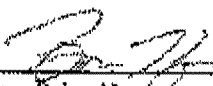
WHEREAS, Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "**Security Agreement**"), dated as of June 15, 2011 in which Pledgor has agreed with CoBank, ACB ("**CoBank**"), with offices at 5500 S. Quebec Street, Greenwood Village, Colorado 80111, to execute this grant of security interest;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Obligations (as defined in the Security Agreement), Pledgor does hereby grant to CoBank a security interest in all of its right, title and interest in and to the Trademarks (as the same may be amended pursuant to the Security Agreement from time to time), together with all renewals thereof, proceeds and products thereof (such as, by way of example, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, and all rights corresponding thereto throughout the world, including the goodwill of the businesses symbolized by each of the Trademarks. This Grant of Security Interest has been given in conjunction with the security interest granted to CoBank under the Security Agreement and the provisions of this grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

[Signature to follow on next page]

TO: SUTHERLAND ASBILL & BRENNAN LLP COMPANY: 999 PEACHTREE STREET NE

MASHELL TELECOM, INC.

By: 
Name: Brian Haynes
Title: President and CEO

[Signature Page to Grant of Security Interest in Trademarks]

TO: SUTHERLAND ASBILL & BRENNAN LLP COMPANY: 999 PEACHTREE STREET NE

Schedule A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Mashell Telecom, Inc.	Rainier Connect	Registration No. 3,679,131	U.S.	2/3/2009
Mashell Telecom, Inc.	Rainier Connect	Registration No. 3,177,128	U.S.	11/28/2006
Mashell Telecom, Inc.	MEGAFlex	Registration No. 3,176,898	U.S.	1/6/2006

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RECORDED: 07/14/2011

TRADEMARK
REEL: 004583 FRAME: 0570