

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
Cellular South, Inc.		07/27/2011	CORPORATION: MISSISSIPPI
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	231 S. LaSalle Street		
Internal Address:	Mail Code: IL4-135-05-41		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60604		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	2313241	CELLULAR SOUTH	
Registration Number:	2319715	TELEPAK	
Registration Number:	3902702	DISCOVER THE DIFFERENCE	
Registration Number:	3906361	CELLULAR SOUTH DISCOVER CENTER	
Registration Number:	3569500	TRUE UNLIMITED NATIONWIDE	
Registration Number:	3633779	CELLULAR SOUTH	
Registration Number:	3544509	RIGHT IS RIGHT	
Serial Number:	85051513	EMERGE	
Serial Number:	77922839	CSOUTH	
Serial Number:	77922809	CELL SOUTH	
Serial Number:	77358971	WIRELESS DONE RIGHT	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		

900198202

TRADEMARK
 REEL: 004592 FRAME: 0344

OP \$290.00 2313241

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:	017625-004703 EAR
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NAME OF SUBMITTER:	Ellen A. Rubel
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Signature:	/Ellen A. Rubel/
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Date:	07/27/2011
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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:

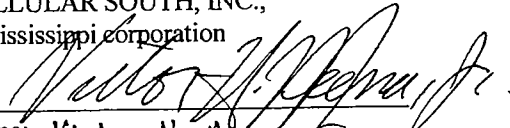
Please be advised that pursuant to the Security Agreement dated as of July 27, 2011 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks 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 or trademark application.

[Signature Pages Follow]

Very truly yours,

CELLULAR SOUTH, INC.,
a Mississippi corporation

By: 

Name: Victor H. Meenar, Jr.

Title: President and CEO

Address: 1018 Highland Colony Parkway
Suite 300
Ridgeland, MS 39157

Acknowledged and Accepted:

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

By:  _____

Name: Anne Zeschke

Title: Vice President

CELLULAR SOUTH, INC.
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004592 FRAME: 0348

Schedule 1

**Cellular South, Inc.
(Mississippi Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
CELLULAR SOUTH and Design	2313241	2/1/00
TELEPAK	2319715	2/15/00
DISCOVER THE DIFFERENCE	3902702	1/11/11
CELLULAR SOUTH DISCOVER CENTER	3906361	1/18/11
TRUE UNLIMITED NATIONWIDE	3569500	2/3/09
CELLULAR SOUTH	3633779	6/9/09
RIGHT IS RIGHT	3544509	12/9/08

Pending Applications

Description	Application No.	Filing Date
EMERGE	85051513	6/1/10
CSOUTH	77922839	1/28/10
CELL SOUTH	77922809	1/28/10
WIRELESS DONE RIGHT	77358971	12/24/07