

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.		07/18/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
Internal Address:	Mail Code: TX1-492-14-06
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	3226827	BUSINESS FIRST
Registration Number:	2962432	BIRCHLINK
Registration Number:	2908160	HOME CONNECTION
Registration Number:	3549607	BIRCH COMMUNICATIONS
Registration Number:	2691468	SP@CE HOST
Registration Number:	2558118	YOUR BUSINESS' BEST FRIEND
Registration Number:	2779990	SP@CE GENIE
Registration Number:	2503776	MIGHTY MOUTH
Registration Number:	2542377	I IONEX
Registration Number:	2467503	BIRCH
Registration Number:	2509015	IONEX
Registration Number:	2577238	I IONEX
Registration Number:	3047178	SPRAWLER

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Registration Number:	2325801	BIRCH TELECOM
Registration Number:	2616143	SERVICE. SAVINGS. SIMPLICITY.
Registration Number:	2186707	BIRCH TELECOM
Registration Number:	3862411	AT YOUR SERVICE
Serial Number:	85613655	BIRCH BREEZE
Serial Number:	85613645	BIRCH BREEZE
Serial Number:	85613637	BRANCH OUT
Serial Number:	85613627	BRANCH OUT
Serial Number:	85613622	BIRCH POWERMERCHANT
Serial Number:	85613575	BIRCH BRANCH OUT

CORRESPONDENCE DATA

Fax Number: 9194168328
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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:	017625-4772
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	07/19/2012

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 18, 2012 (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: EDWARD R. JAMES

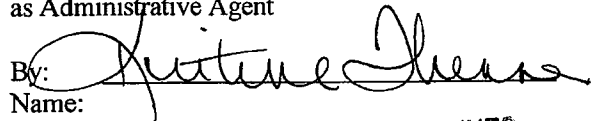
Title: SUP AND CFO

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

TRADEMARK
REEL: 004825 FRAME: 0585

Acknowledged and Accepted:

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

By: 
Name:
Title:

KRISTINE THENNES
Vice President

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

TRADEMARK
REEL: 004825 FRAME: 0586

UNITED STATES TRADEMARKS:

Registered Marks

Mark	Registration No.	Registration Date
BUSINESS FIRST	3226827	4/10/07
BIRCHLINK	2962432	6/14/05
HOME CONNECTION	2908160	12/7/04
BIRCH COMMUNICATIONS and Design	3549607	12/23/08
SP@CE HOST	2691468	2/25/03
YOUR BUSINESS' BEST FRIEND	2558118	4/9/02
SP@CE GENIE	2779990	11/4/03
MIGHTY MOUTH	2503776	11/6/01
I IONEX and Design	2542377	2/26/02
BIRCH	2467503	7/10/01
IONEX	2509015	11/20/01
I IONEX and Design	2577238	6/11/02
THE SPRAWLER	3047178	1/24/06
BIRCH TELECOM and Design	2325801	3/7/00
SERVICE. SAVINGS. SIMPLICITY.	2616143	9/10/02
BIRCH TELECOM	2186707	9/1/98
AT YOUR SERVICE	3862411	10/19/10

Pending Applications

Mark	Application No.	Filing Date
BIRCCH BREEZE and Design	85613655	5/1/12
BIRCH BREEZE	85613645	5/1/12
BRANCH OUT	85613637	5/1/12
BRANCH OUT and Design	85613627	5/1/12
BIRCH POWERMERCHANT	85/613622	5/1/12
BIRCH BRANCH OUT	85613575	5/1/12

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