

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
Cincinnati Bell Inc.		11/20/2012	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	101 N. Tryon Street
Internal Address:	One Independence Center
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	1327696	
Registration Number:	3208784	ZOOMNEWS
Registration Number:	3815917	CONNECT 5
Registration Number:	3665613	EVOLVE
Registration Number:	3470823	
Registration Number:	3497925	ZSTREET
Registration Number:	3942521	CINCINNATI BELL
Registration Number:	2812035	I WIRELESS
Registration Number:	2866989	I WIRELESS
Registration Number:	2756518	I
Registration Number:	1577366	
Registration Number:	1546153	BELL

CORRESPONDENCE DATA

900239201

TRADEMARK
 REEL: 004904 FRAME: 0488

OP \$315.00 1327696

Fax Number: 9194168328

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-4809 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	11/20/2012

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 Shared Collateral Security and Pledge Agreement dated as of November 20, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Agreement"), by and among the undersigned (the "Obligor") and Bank of America, N.A., as collateral agent (the "Collateral Agent") for the holders of the Secured Obligations as defined and referenced therein, the Obligor has granted a continuing security interest in, and a right to set off against, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

Trademark No.	Description of Trademark	Date of Trademark
	See Schedule 1 attached hereto.	


TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied for	Date of Trademark Applications
	See Schedule 1 attached hereto.	

The Obligor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CINCINNATI BELL INC.,
an Ohio corporation

By: 

Name: Christopher C. Elma

Title: Vice President, Treasury and Tax

Acknowledged and Accepted:

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

By: Don B. Pinzon
Name: Don B. Pinzon
Title: Vice President

CINCINNATI BELL INC.
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004904 FRAME: 0492

Schedule 1

Cincinnati Bell Inc.
(Ohio Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
Design only	1327696	10/05/71
ZOOMNEWS	3208784	02/13/07
CONNECT 5	3815917	07/06/10
EVOLVE	3665613	08/11/09
Design only	3470823	07/22/08
ZSTREET	3497925	09/09/08
CINCINNATI BELL	3942521	04/12/11
I WIRELESS and Design	2812035	02/10/04
I WIRELESS and Design	2866989	07/27/04
I and Design	2756518	08/26/03
Design only	1577366	01/16/90
BELL	1546153	07/04/89