

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 Entertainment 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: 2			
Property Type	Number	Word Mark	
Registration Number:	3139386	ZOOMTOWN	
Registration Number:	2672446	ZOOMTOWN	
CORRESPONDENCE DATA			
Fax Number:	9194168328		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
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:	017625-4809 JES		
NAME OF SUBMITTER:	John E. Slaughter		

OP \$65.00 3139386

Signature:	/John E. Slaughter/
Date:	11/20/2012
Total Attachments: 4 source=Notice TM C Bell Entertainment#page1.tif source=Notice TM C Bell Entertainment#page2.tif source=Notice TM C Bell Entertainment#page3.tif source=Notice TM C Bell Entertainment#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Non-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 Obligors party thereto (each an "Obligor" and collectively, the "Obligors") 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 undersigned 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.	

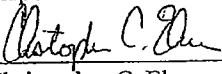
TRADEMARK APPLICATIONS

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

The undersigned 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 copyrights and copyright 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 copyright or copyright application.

Very truly yours,

CINCINNATI BELL ENTERTAINMENT
INC.,
an Ohio corporation

By: 
Name: Christopher C. Elma
Title: Vice President, Treasury and Tax

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

TRADEMARK
REEL: 004904 FRAME: 0512

Acknowledged and Accepted:

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

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

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

TRADEMARK
REEL: 004904 FRAME: 0513

Schedule 1

Cincinnati Bell Entertainment Inc.
(Ohio Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
ZOOMTOWN	3139386	09/05/06
ZOOMTOWN	2672446	01/07/03