

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.		05/23/2013	CORPORATION: MISSISSIPPI

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	135 South 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: 21

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
Registration Number:	4261283	CHOICED+
Registration Number:	4197228	CHOICED INFINITE DATA AND MESSAGING
Registration Number:	4197227	CHOICE INFINITE MESSAGING
Registration Number:	4166043	PERCS
Serial Number:	85732392	VU
Serial Number:	85436801	C SPIRE WIRELESS CHOICED INFINITE DATA A

OP \$540.00 2313241

Serial Number:	85436778	C SPIRE WIRELESS CHOICE INFINITE MESSAGI
Serial Number:	85429918	C SPIRE WIRELESS BRIGHT LIGHTS FOOTBALL
Serial Number:	85429820	C SPIRE WIRELESS BRIGHT LIGHTS MUSIC
Serial Number:	85429765	C C SPIRE PERSONALIZED WIRELESS
Serial Number:	85429711	C SPIRE WIRELESS
Serial Number:	85429660	C SPIRE
Serial Number:	85427664	C SPIRE PERSONALIZED WIRELESS
Serial Number:	85427650	C SPIRE WIRELESS

CORRESPONDENCE DATA

Fax Number: 9192868199
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 9192868118
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
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Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-4831
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	05/24/2013

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

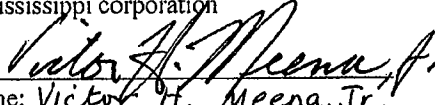
Please be advised that pursuant to the Security Agreement dated as of May 23, 2013 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of 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. Meena, Jr.
Title: CEO

Address: 1018 Highland Colony Pkwy.
Ridgeland, MS 39157

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

TRADEMARK
REEL: 005034 FRAME: 0966

Acknowledged and Accepted:

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

By: *Laura Call*

Name: Laura Call

Title: Assistant Vice President

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

TRADEMARK
REEL: 005034 FRAME: 0967

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
CHOICED+	4261283	12/18/12
CHOICED INFINITE DATA AND MESSAGING	4197228	8/28/12
INFINITE MESSAGING	4197227	8/28/12
PERCS	4166043	6/26/12

Pending Applications

Description	Application No.	Filing Date
VU	85732392	9/19/12
C SPIRE WIRELESS CHOICED INFINITE DATA AND MESSAGING	85436801	9/30/11
C SPIRE WIRELESS CHOICE INFINITE MESSAGING	85436778	9/30/11
C SPIRE WIRELESS BRIGHT LIGHTS FOOTBALL	85429918	9/22/11
C SPIRE WIRELESS BRIGHT LIGHTS MUSIC	85429820	9/22/11
C SPIRE PERSONALIZED WIRELESS and Design	85429765	9/22/11
C SPIRE WIRELESS and Design	85429711	9/22/11
C SPIRE and Design	85429660	9/22/11
C SPIRE PERSONALIZED WIRELESS	85427664	9/20/11
C SPIRE WIRELESS	85427650	9/20/11

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