TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: Notice of Grant of a Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Highwinds Network Group, Inc.		07/29/2013	CORPORATION: FLORIDA
Easynews Holdings, Inc.		07/29/2013	CORPORATION: FLORIDA
UNS Holdings, Inc.		07/29/2013	CORPORATION: FLORIDA
Bandwidth Consulting, Inc.		07/29/2013	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Goldman Sachs BDC, Inc., as agent
Street Address:	1 American Lane
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06831
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	4340036	
Registration Number:	4363607	GDN GAME DELIVERY NETWORK
Registration Number:	3734610	HIGHWINDS
Registration Number:	3489658	ROLLINGTHUNDER
Registration Number:	3547547	STRIKETRACKER
Registration Number:	3484623	EASYNEWS
Registration Number:	3751063	USENETSERVER
Registration Number:	3344219	UNS
Registration Number:	3584100	BANDCON CONTENT DELIVERY SYSTEM
Registration Number:	3584099	BANDCON DIRECT CONNECT

CORRESPONDENCE DATA

TRADEMARK
REEL: 005082 FRAME: 0533

900262261

Fax Number: 3125585700

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

via US Mail.

Phone: 312 558-6352

Email: lkonrath@winston.com

Correspondent Name: Laura Konrath
Address Line 1: 35 W Wacker Drive

Address Line 2: Winston & Strawn LLP, Suite 2800
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	86111-3
NAME OF SUBMITTER:	Laura Konrath
Signature:	/Laura Konrath/
Date:	07/31/2013

Total Attachments: 6

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> TRADEMARK REEL: 005082 FRAME: 0534

THIS NOTICE OF GRANT OF A SECURITY INTEREST IN TRADEMARKS IS SUBORDINATE IN THE MANNER AND TO THE EXTENT SET FORTH IN THAT CERTAIN INTERCREDITOR AGREEMENT (THE "INTERCREDITOR AGREEMENT") DATED AS OF THE DATE HEREOF, BETWEEN CERBERUS BUSINESS FINANCE, LLC, AS ADMINISTRATIVE AGENT AND COLLATERAL AGENT UNDER AND PURSUANT TO THE FIRST LIEN CREDIT AGREEMENT (AS DEFINED THEREIN), AND GOLDMAN SACHS BDC, INC., AS ADMINISTRATIVE AGENT AND COLLATERAL AGENT UNDER AND PURSUANT TO THE SECOND LIEN CREDIT AGREEMENT (AS DEFINED THEREIN), AND IS ACKNOWLEDGED BY HIGHWINDS CAPITAL, INC. AND THE OTHER OBLIGORS (AS DEFINED THEREIN); AND EACH BENEFICIARY OF THIS NOTICE OF GRANT OF A SECURITY INTEREST IN TRADEMARKS, BY ITS ACCEPTANCE HEREOF, SHALL BE BOUND BY THE PROVISIONS OF THE INTERCREDITOR AGREEMENT.

NOTICE OF GRANT OF A SECURITY INTEREST IN TRADEMARKS (this "Notice")

July 29, 2013

WHEREAS, each of Highwinds Newtwork Group, Inc. ("HNG"), Easynews Holdings, Inc. ("ENH"), UNS Holdings, Inc. ("UNS"), and Bandwidth Consulting, Inc. ("BWC", and together with HNG, ENH, and UNS, each a "Grantor" and collectively, the "Grantors") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed opposite its name on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, each Grantor has entered into a Pledge and Security Agreement, dated July 29, 2013 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Goldman Sachs BDC, Inc., as the collateral agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Agent");

WHEREAS, pursuant to the Security Agreement, each Grantor has assigned to the Assignee and granted to the Agent for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of such Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, each Grantor has agreed to the filing of this Notice with the United States Patent and Trademark Office to evidence the Agent's continuing security interest in the Collateral.

NY:1576122.3

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby authorizes the filing of this Notice with the United States Patent and Trademark Office to evidence the Agent's continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Signature Page Follows]

NY:1576122.3

IN WITNESS WHEREOF, each Grantor has caused this Notice to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

HIGHWINDS NETWORK, GROUP, INC.

By:

Name: Chance Brannen

Title: President

EASYNEWS HOLDINGS, INC.

By:

Name: Chance Brannen

Title: President

UNS HOLDINGS, INC.

By:

Name: Chance Brannen

Title: President

BANDWIDTH CONSULTING, INC.

By:

Name: Chance Brannen

Title: President

SCHEDULE A TO A GRANT OF A SECURITY INTEREST

TRADEMARKS

1. U.S. Highwinds Number Number Number Number Organization Organization Organization Organization Community State of		Country	Record	Trademark	Reg.	Reg. Date	Application	Application	
U.S. Highwinds Network Community 4,340,036 05/21/2013 85/682,075 European Community Group, Inc. Organization: Highwinds 4,340,036 05/21/2013 85/682,075 U.S. Highwinds Organization: Florida 4,363,607 07/09/2013 85/682,086 U.S. Highwinds Organization: Florida HIGHWINDS 3,734,610 01/05/2010 77/127,950 Canada State of Organization: European Florida Pending Pending 1,612,291 European Florida Highwinds ROLLINGTHUNDER 3,489,658 08/19/2008 77/169,578			Owner/ State		Number		Number	Date	
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			Network						

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TRADEMARK REEL: 005082 FRAME: 0538

		Group, Inc.				-	
		State of					
	,	Organization: Florida					
5.	U.S.	Highwinds	STRIKETRACKER	3,547,547	12/16/2008	77/169,579	05/01/2007
		Network					
		Group, Inc.					
							÷
		State of					
		Organization: Florida				-	
6.	U.S.	Easynews	EASYNEWS	3,484,623	08/12/2008	77/371,808	01/15/2008
		Holdings, Inc.					
		State of			- ·	-	
	Д.,	Organization:		4007167	11/03/2005		08/16/2005
	Community	Organization. Florida		701700+	0007/00/11		
7.	U.S.	NNS	USENETSERVER	3,751,063	02/23/2010	77/401,201	02/20/2008
		Holdings, Inc.					
	European					957346	02/26/2008
	Community	State of	-				
	·	Organization: Florida					
∞.	U.S.	UNS	UNS	3,344,219	11/27/2007	78/943,779	08/03/2006
		Holdings, Inc.					
		State of					
		Organization: Florida					
9.	U.S.	Bandwidth	BANDCON CONTENT	3,584,100	03/03/2009	77/276,971	09/11/2007
		Consulting,	DELIVERY SYSTEM				
		Inc.		ļ			

TRADEMARK REEL: 005082 FRAME: 0539

		State of					
		Organization:					
		California					
10.	10. U.S.	Bandwidth	BANDCON DIRECT	3,584,099	03/03/2009	3,584,099 03/03/2009 77/276,951 09/11/2007	09/11/2007
		Consulting,	CONNECT				
		Inc.					
		State of	-				
		Organization:					
	-	California					

TRADEMARK REEL: 005082 FRAME: 0540

RECORDED: 07/31/2013