

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.		09/27/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	135 South LaSalle Street, Suite 954
Internal Address:	Mail Code: IL4-135-09-61
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	4261291	BRANCH OUT
Registration Number:	4261289	BRANCH OUT
Registration Number:	4261286	BIRCH BRANCH OUT
Registration Number:	3226827	BUSINESS FIRST
Registration Number:	2962432	BIRCHLINK
Registration Number:	2908160	HOME CONNECTION
Registration Number:	3549607	BIRCH COMMUNICATIONS
Registration Number:	3862411	AT YOUR SERVICE
Registration Number:	2691468	SP@CE HOST
Registration Number:	2779990	SP@CE GENIE
Registration Number:	2558118	YOUR BUSINESS' BEST FRIEND
Registration Number:	2503776	MIGHTY MOUTH
Registration Number:	2542377	I IONEX

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Registration Number:	2467503	BIRCH
Registration Number:	2509015	IONEX
Registration Number:	2577238	I IONEX
Registration Number:	3047178	SPRAWLER
Registration Number:	2325801	BIRCH TELECOM
Registration Number:	2616143	SERVICE. SAVINGS. SIMPLICITY.
Registration Number:	2186707	BIRCH TELECOM
Serial Number:	85613622	BIRCH POWERMERCHANT

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: 919 286-8000
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:	327000-11729 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	10/02/2013

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 Amended and Restated Security Agreement dated as of September 27, 2013 (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

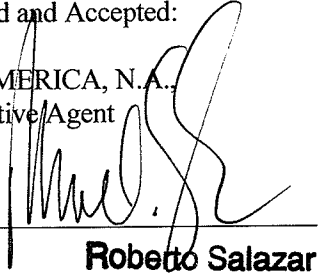
By: 
Edward James, III
Senior Vice President and Chief
Financial Officer

NOTICE OF GRANT OF SECURITY INTEREST
BIRCH 2013

TRADEMARK
REEL: 005122 FRAME: 0942

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Administrative Agent

By: 
Name: **Roberto Salazar**
Title: **Vice President**

NOTICE OF GRANT OF SECURITY INTEREST
BIRCH 2013

TRADEMARK
REEL: 005122 FRAME: 0943

Schedule 1

Birch Telecom, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
BRANCH OUT	4261291	12/18/12
BRANCH OUT and Design	4261289	12/18/12
BIRCH BRANCH OUT	4261286	12/18/12
BUSINESS FIRST	3226827	04/10/07
BIRCHLINK	2962432	06/14/05
HOME CONNECTION	2908160	12/07/04
BIRCH COMMUNICATIONS and Design	3549607	12/23/08
AT YOUR SERVICE	3862411	10/19/10
SP@CE HOST	2691468	02/25/03
SP@CE GENIE	2779990	11/04/03
YOUR BUSINESS' BEST FRIEND	2558118	04/09/02
MIGHTY MOUTH	2503776	11/06/01
I IONEX and Design	2542377	02/26/02
BIRCH	2467503	07/10/01
IONEX	2509015	11/20/01
I IONEX and Design	2577238	06/11/02
SPRAWLER	3047178	01/24/06
BIRCH TELECOM and Design	2325801	03/07/00
SERVICE. SAVINGS. SIMPLICITY.	2616143	09/10/02
BIRCH TELECOM	2186707	09/01/98

Pending Application

Title	Appl. No.	Filing Date
BIRCH POWERMERCHANT	85613622	05/01/12