

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM311183

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
SEQUENCE:	1		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		07/18/2014	Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Birch Telecom, Inc.		
Street Address:	3060 Peachtree Road NW. Suite 1065		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30305		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 25			
Property Type	Number	Word Mark	
Registration Number:	4397170	BIRCH POWERMERCHANT	
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	
Registration Number:	2467503	BIRCH	
Registration Number:	2509015	IONEX	
Registration Number:	2577238	I IONEX	
Registration Number:	3047178	SPRAWLER	
Registration Number:	2325801	BIRCH TELECOM	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	2616143	SERVICE. SAVINGS. SIMPLICITY.
Registration Number:	2186707	BIRCH TELECOM
Serial Number:	85613645	BIRCH BREEZE
Serial Number:	85613655	BIRCH BREEZE
Registration Number:	2514288	IONEX TELECOMMUNICATIONS, INC.
Registration Number:	3016517	SPRAWLNET

CORRESPONDENCE DATA

Fax Number:

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

Email: marina.kelly@thomsonreuters.com

Correspondent Name: Elaine Carrera, Legal Assistant

Address Line 1: 80 Pine Street

Address Line 2: c/o Cahill Gordon & Reindel LLP

Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	Elaine Carrera, legal assistant
SIGNATURE:	/Marina Kelly, Thomson Reuters/
DATE SIGNED:	07/18/2014

Total Attachments: 5

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of July 12, 2014 ("Release"), is made by Bank of America, N.A., as Administrative Agent ("Administrative Agent") in favor of Birch Telecom, Inc., a Delaware corporation ("Grantor").

WHEREAS, pursuant to that certain Amended and Restated Security Agreement dated as of September 27, 2013, the Security Agreement dated as of July 18, 2012, and the Security Agreement dated as of June 1, 2011 (each as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, a "Security Agreement", and collectively, the "Security Agreements"), each by and among the Grantors party thereto and the Administrative Agent, each Grantor granted to the Administrative Agent, for the benefit of the Secured Parties, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Grantor in, to, and under all the Trademarks, Trademark Licenses, and Proceeds of the foregoing; and

WHEREAS, pursuant to the Security Agreements, Grantor executed and delivered to Administrative Agent, for the benefit of the Secured Parties, the Notice of Grant of Security Interest in Trademarks dated as of September 27, 2013 and recorded at the United States Patent and Trademark Office ("USPTO") on October 2, 2013 at Reel 5122 Frame 0939, the Notice of Grant of Security Interest in Trademarks dated as of July 18, 2012 and recorded at the USPTO on July 19, 2012 at Reel 4825 Frame 0582, and the Notice of Grant of Security Interest in Trademarks dated as of June 1, 2011 and recorded at the USPTO on June 14, 2011 at Reel 4560 Frame 0813 (each a "Notice", and collectively, the "Notices").

NOW THEREFORE, in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, Administrative Agent, on behalf of the Secured Parties, and Grantor agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreements or Notices.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the mortgage, pledge, and hypothecation and lien on and security interest in and to the right, title, and interest in, to, and under all the Trademarks, Trademark Licenses, and Proceeds of the foregoing, including, but not limited to, the foregoing listed on Schedule A attached hereto, granted pursuant to the Security Agreements; and

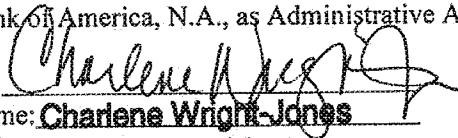
(b) authorizes the recordation of this Release with the USPTO at Grantor's expense.

SECTION 3. Choice of Law. This Release shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

Bank of America, N.A., as Administrative Agent

By: 

Name: Charlene Wright-Jones

Title: Vice President

Schedule A

U.S. Trademarks Subject to Security Interest
 Granted by Birch Telecom, Inc.
 In Favor of Bank of America, N.A., as Administrative Agent
 Recorded October 2, 2013 at Reel 5122 Frame 0939

Registered Marks

Mark	Reg. No.	Reg. Date
BIRCH POWERMERCHANT	4397170	09/03/13
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

U.S. Trademarks Subject to Security Interest
 Granted by Birch Telecom, Inc.
 In Favor of Bank of America, N.A., as Administrative Agent
 Recorded July 19, 2012 at Reel 4825 Frame 0582

Registered Marks

Mark	Reg. No.	Reg. Date
BIRCH POWERMERCHANT	4397170	09/03/13
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

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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

Trademark Applications

Title	Appl. No.	Filing Date
BIRCH BREEZE	85613645	05/01/12
BIRCH BREEZE	85613655	05/01/12

U.S. Trademarks Subject to Security Interest
Granted by Birch Telecom, Inc.
In Favor of Bank of America, N.A., as Administrative Agent
Recorded June 14, 2011 at Reel 4560 Frame 0813

Registered Marks

Mark	Reg. No.	Reg. Date
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
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BIRCH TELECOM	2186707	09/01/98
IONEX TELECOMMUNICATIONS, INC.	2514288	12/04/01
SPRAWLNET	3016517	11/22/05

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