

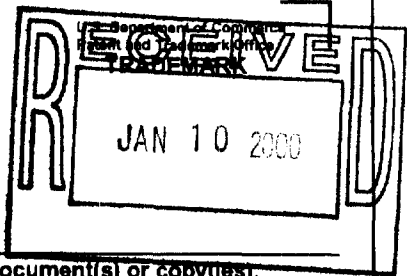
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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
10/27/99
- Merger
- Change of Name
- Other Notice of Security Interest in Trademarks

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Cavalier Telephone, L.L.C.

10/27/99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name Bank of America, N.A.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 901 Main Street

Address (line 2) 64th Floor

Address (line 3) Dallas

Texas

75202

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other National Bank Association
- Citizenship/State of Incorporation/Organization _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/01/2000 DNGUYEN 00000194 75792999

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002014 FRAME: 0529

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75792999"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Bee Archaphorn

1/7/2000

Name of Person Signing

Signature

Date Signed

NOTICE OF SECURITY INTEREST IN TRADEMARKS

United States Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Intellectual Property Security Agreement and Assignment (the "*IP Security Agreement*") dated as of October 27, 1999, granted by Cavalier Telephone, L.L.C. ("*Debtor*") in favor of Bank of America, N.A., as Administrative Agent for each Lender, and each Lender ("*Secured Parties*"), Debtor has granted to Secured Parties a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below:

	Trademark	
Trademark Application <u>Serial Number</u>	Trademark/Description of <u>Trademark</u>	<u>Date of Trademark</u>

NONE AS OF OCTOBER 27, 1999

	Trademark Applications	
Trademark Application <u>Serial Number</u>	Trademark/Description of <u>Trademark Applied For</u>	<u>Date of Trademark</u> <u>Application</u>
75792999	CAVALIER TELEPHONE, in stylized form combined with drawing of telephone cord	September 7, 1999

Secured Parties' security interest in the described trademark and trademark applications can be terminated only in accordance with the terms of the IP Security Agreement.

Very truly yours,

CAVALIER TELEPHONE, L.L.C.

By: KDZ Holdings, L.L.C., its Manager

By: Brad A. Evans
Brad A. Evans, its Manager

Acknowledged by:

BANK OF AMERICA, N.A.
as Administrative Agent

By: _____
_____, _____
(Print Name) (Print Title)

Very truly yours,

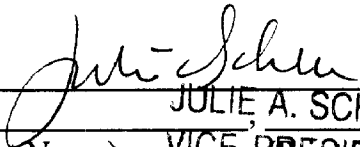
CAVALIER TELEPHONE, L.L.C.

By: KDZ Holdings, L.L.C., its Manager

By: _____
Brad A. Evans, its Manager

Acknowledged by:

BANK OF AMERICA, N.A.
as Administrative Agent

By:  _____
JULIE A. SCHELL
(Print Name) VICE ~~PRESIDENT~~