

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Substitution of Agent in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		09/21/2006	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	Sixth and Marquette
Internal Address:	MAC N9303-120
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55479
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2467503	BIRCH
Registration Number:	2186707	BIRCH TELECOM
Registration Number:	2325801	BIRCH TELECOM
Serial Number:	78365372	BIRCHLINK
Registration Number:	1696494	CAPITAL GBS COMMUNICATIONS
Registration Number:	2908160	HOME CONNECTION
Registration Number:	2577238	I IONEX
Registration Number:	2542377	I IONEX
Registration Number:	2509015	IONEX
Registration Number:	2514288	IONEX TELECOMMUNICATIONS, INC.
Registration Number:	2503776	MIGHTY MOUTH
Registration Number:	2616143	SERVICE. SAVINGS. SIMPLICITY.
Registration Number:	2779990	SP@CE GENIE

CH \$440.00 2467503

Registration Number:	2691468	SP@CE HOST
Serial Number:	75697175	SPRAWLNET
Serial Number:	75717670	THE SPRAWLER
Registration Number:	2558118	YOUR BUSINESS' BEST FRIEND

CORRESPONDENCE DATA

Fax Number: (214)981-3400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin, LLP

Address Line 2: 717 N. Harwood St., Suite 3400

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	30761-30020
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	10/26/2006

Total Attachments: 6

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NOTICE OF SUBSTITUTION OF AGENT IN TRADEMARKS

This **NOTICE OF SUBSTITUTION OF AGENT IN TRADEMARKS** (this "Notice") is executed as of September 21, 2006, by and among (i) BIRCH TELECOM FINANCE, INC., a Delaware corporation (the "Borrower"), (ii) BIRCH TELECOM, INC., a Delaware corporation (the "Company"), (iii) BANK OF AMERICA, N.A., as the former administrative agent (the "Prior Agent"), and (iv) WELLS FARGO BANK, NATIONAL ASSOCIATION, as the successor administrative agent (in such capacity, together with its successors and assigns, if any, in such capacity, "Assignee").

W I T N E S S E T H

WHEREAS, reference is made to the Credit Agreement, dated as of April 13, 2006, among the Borrower, the Company, the institutions from time to time parties to the Credit Agreement as lenders (the "Lenders"), and the Prior Agent, as administrative agent, as amended by Amendment No. 1 to Credit Agreement, dated as of August 7, 2006 ("Amendment No. 1"), among the Borrower, the Company, the Lenders and the Assignee, as successor administrative agent (as the same may be amended, restated, amended and restated, supplemented or modified from time to time, the "Credit Agreement"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Credit Agreement;

WHEREAS, Prior Agent elected to resign on or about May 30, 2006 as Administrative Agent under the Credit Agreement and each of the other Credit Documents to which it is a party (collectively, the "Relevant Transaction Documents"), and the other parties to the Credit Agreement appointed Assignee as successor Administrative Agent under the Credit Documents;

WHEREAS, Assignee accepted its appointment as successor Administrative Agent under the Relevant Transaction Documents;

WHEREAS, pursuant to Amendment No. 1, all the rights and duties of Administrative Agent under various agreements, documents, instruments and certificates (including without limitation, the Guarantee and Collateral Agreement, dated as of April 13, 2006, as the same may be amended, restated, amended and restated, supplemented or modified from time to time, the "Collateral Agreement" and the Trademark Security Agreement, dated as of April 13, 2006, as the same may be amended, restated, amended and restated, supplemented or modified from time to time) were assigned to Assignee; and

WHEREAS, Prior Agent is executing this Notice for the purpose of giving notice of the transfer of Prior Agent's right, title, and interest in the Collateral (as defined in the Collateral Agreement) to Assignee pursuant to Amendment No. 1.

NOW, THEREFORE, Prior Agent hereby gives notice that all of Administrative Agent's right, title and interest, in and to the Collateral related to the Trademarks, described on Schedule A attached hereto, were transferred and conveyed to Assignee as set forth in Amendment No. 1.

This Notice shall be governed by and shall be construed and enforced in accordance with the laws of the State of New York.

This Notice may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Prior Agent has caused this Notice to be duly executed by its duly authorized officer or representative as of the day and year first above written.

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

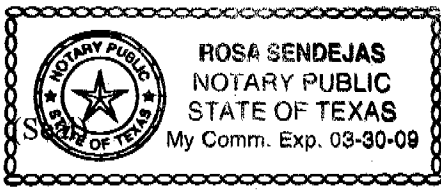
By: Maurice E. Washington

Name: Maurice E. Washington
Title: Assistant Vice President

NOTARY BLOCK:

STATE OF Texas
COUNTY OF Dallas

This instrument was acknowledged to me on Maurice Washington by AVP as the Sept day of 11th, 2006.



Rosa Sendejas
Notary Public

My Commission Expires: 03/30/09

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Successor Administrative
Agent and as Assignee

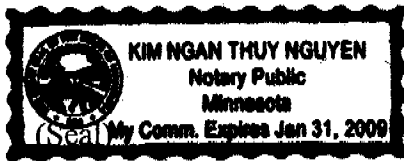
By: 

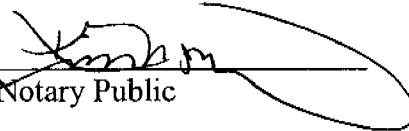
Name: JEFFERY ROSE
Title: Vice President

NOTARY BLOCK:

STATE OF Minnesota
COUNTY OF Dakota

This instrument was acknowledged to me on September 8, 2006 by JEFFERY ROSE Vice President
8th day of September, 2006. as the _____




Notary Public

My Commission Expires: Jan 31, 2009

BIRCH TELECOM FINANCE, INC.,
as Borrower

By: [Signature]
Name:
Title:

NOTARY BLOCK:

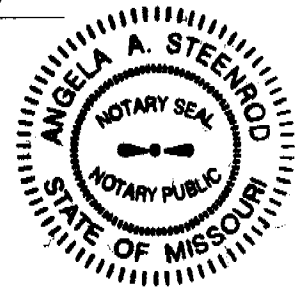
STATE OF Missouri
COUNTY OF Jackson

This instrument was acknowledged to me on _____ by _____ as the 13th
day of September, 2006.

Angela A. Steenrod
Notary Public

(Seal)

My Commission Expires: 5/18/2010



ANGELA A. STEENROD
Notary Public - State of Missouri
CLAY COUNTY
My Commission Expires May 18, 2010
Commission # 06887286

BIRCH TELECOM, INC.,
as Company

By: [Signature]
Name:
Title:

NOTARY BLOCK:

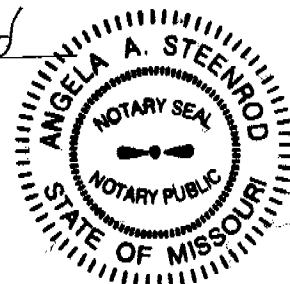
STATE OF Missouri
COUNTY OF Jackson

This instrument was acknowledged to me on _____ by _____ as the 13th
day of September, 2006.

Angela A Steenrod
Notary Public

(Seal)

My Commission Expires: 5/18/2010



ANGELA A. STEENROD
Notary Public - State of Missouri
CLAY COUNTY
My Commission Expires May 18, 2010
Commission # 06887286

[Signature]
Notary Public

(Seal)

My Commission Expires: _____

Trademark Notice

TRADEMARK
REEL: 003416 FRAME: 0552

Schedule A

Mark	Registration No. (Serial No.)	Registration Date (Application Date)
BIRCH	2,467,503	7/10/2001
BIRCH TELECOM	2,186,707	9/1/1998
BIRCH TELECOM (and free leaf design)	2,325,801	3/7/2000
BIRCHLINK	78/365,372	2/10/2004
CAPITAL GBS COMMUNICATIONS (and design)	1,696,494	6/23/1992
HOME CONNECTION	2,908,160	12/7/2004
I IONEX (and design)	2,577,238	6/11/2002
I IONEX (and design)	2,542,377	2/26/2002
IONEX	2,509,015	11/20/2001
IONEX TELECOMMUNICATIONS, INC.	2,514,288	12/14/2001
MIGHTY MOUTH	2,503,776	11/6/2001
SERVICES.SAVINGS.SIMPLICITY	2,616,143	8/12/1998
SP@CE GENIE	2,779,990	11/4/2003
SP@CE HOST	2,691,468	2/25/2003
SPRAWLNET	75/697,175	5/4/1999
THE SPRAWLER	75/717,670	5/28/1999
YOUR BUSINESS' BEST FRIEND	2,558,118	4/9/2002