

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		02/01/2013	National Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Cavalier Telephone, LLC
Street Address:	4001 Rodney Parham Road
City:	Little Rock
State/Country:	ARKANSAS
Postal Code:	72212
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA

Name:	LDMI Telecommunications, Inc.
Street Address:	4001 Rodney Parham Road
City:	Little Rock
State/Country:	ARKANSAS
Postal Code:	72212
Entity Type:	CORPORATION: MICHIGAN

Name:	Intellifiber Networks, Inc.
Street Address:	4001 Rodney Parham Road
City:	Little Rock
State/Country:	ARKANSAS
Postal Code:	72212
Entity Type:	CORPORATION: VIRGINIA

Name:	Talk America Holdings, Inc.
Street Address:	4001 Rodney Parham Road
City:	Little Rock
State/Country:	ARKANSAS

CH \$415.00 2844985

Postal Code:	72212
Entity Type:	CORPORATION: DELAWARE

Name:	Network Telephone Corporation
Street Address:	4001 Rodney Parham Road
City:	Little Rock
State/Country:	ARKANSAS
Postal Code:	72212
Entity Type:	CORPORATION: FLORIDA

Name:	Talk America Inc.
Street Address:	4001 Rodney Parham Road
City:	Little Rock
State/Country:	ARKANSAS
Postal Code:	72212
Entity Type:	CORPORATION: PENNSYLVANIA

Name:	The Other Phone Company, Inc.
Street Address:	4001 Rodney Parham Road
City:	Little Rock
State/Country:	ARKANSAS
Postal Code:	72212
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	2844985	CAVALIER
Registration Number:	3054328	CAVALIER TELEPHONE
Registration Number:	2874692	CAVALIER BUSINESS COMMUNICATIONS TECHNOLOGY AT YOUR SPEED OF BUSINESS
Registration Number:	3404459	LET US TURN YOU ON
Registration Number:	3545909	NET TELCOS
Registration Number:	2887623	MEMBERSHIP MATTERS
Registration Number:	2953727	PHONOM
Registration Number:	3764718	INTELLIFIBER NETWORKS
Registration Number:	3764717	INTELLIFIBER NETWORKS
Registration Number:	3788203	INTELLIFIBER
Registration Number:	2812827	TALK AMERICA

Registration Number:	2073462	TALKAMERICA
Registration Number:	2456670	LDMI
Registration Number:	2459030	LDMI
Registration Number:	2451108	
Serial Number:	77782831	IPEER

CORRESPONDENCE DATA

Fax Number: 9177777373
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-735-3000
Email: andrew.patrick@skadden.com
Correspondent Name: Skadden Arps Slate Meagher & Flom LLP
Address Line 1: Four Times Square
Address Line 2: Attn: Ashley Lott, Esq.
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	102790/19
NAME OF SUBMITTER:	Ashley Lott
Signature:	/Ashley Lott/
Date:	02/18/2013

Total Attachments: 15
source=WIN-PAETEC Trademark Release (Cavalier)#page1.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page2.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page3.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page4.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page5.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page6.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page7.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page8.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page9.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page10.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page11.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page12.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page13.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page14.tif
source=WIN-PAETEC Trademark Release (Cavalier)#page15.tif

RELEASE OF SECURITY INTEREST IN TRADEMARKS

RELEASE OF SECURITY INTEREST IN TRADEMARKS, dated February 1, 2013 (the "Release") by Bank of America, N.A., a national bank, located at One Bryant Park, New York, NY 10036, in its capacity as successor collateral agent to Deutsche Bank Trust Company Americas pursuant to the Security Agreement (as defined below) (in such capacity, the "Collateral Agent"), in favor of CAVALIER TELEPHONE, L.L.C., a Virginia limited liability company, LDMI TELECOMMUNICATIONS, INC., a Michigan corporation, INTELLIFIBER NETWORKS, INC., a Virginia corporation, TALK AMERICA HOLDINGS, INC., a Delaware corporation, NETWORK TELEPHONE CORPORATION, a Florida corporation, TALK AMERICA INC., a Pennsylvania corporation and THE OTHER PHONE COMPANY, INC., a Florida corporation (the "Pledgors" and each, a "Pledgor"). Unless otherwise defined herein, terms defined in the Trademark Security Agreement (as defined below) and used herein have the meaning given to them in the Trademark Security Agreement.

W I T N E S S E T H:

WHEREAS, the Pledgors and the Collateral Agent are party to that certain Amended and Restated Security Agreement, dated as of June 29, 2009 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement");

WHEREAS, the Pledgors are party to a Grant of Security Interest in United States Trademarks (the "Trademark Security Agreement"), dated May 31, 2011, together with the Collateral Agent;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office ("USPTO") on July 22, 2011, at Reel/Frame 4589/0382;

WHEREAS, pursuant to the Security Agreement and the Trademark Security Agreement, as security for the payment in full of all the Obligations (as defined in the Security Agreement), each Pledgor granted to the Collateral Agent, a security interest in (i) all of such Pledgor's rights, title and interest in and to the United States trademarks and all trademark applications (the "Trademarks") set forth on Schedule A hereto, in each case together with (ii) all Proceeds (as defined in the Security Agreement) and products of the Trademarks, (iii) the goodwill of the business with which the Trademarks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same (collectively, the "Trademark Collateral").

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Pledgors and the Collateral Agent hereby agree as follows:

SECTION 1. Release of Security Interest in the Trademark Collateral.

The Collateral Agent hereby terminates and releases any and all of its security interest in all of its right, title and interest in, to and under the Trademark Collateral including, but not limited to, the Trademarks listed on Schedule A hereto.

SECTION 2. Recordation. The Collateral Agent hereby authorizes and

requests that the Commissioner of Patents and Trademarks of the USPTO record this Release.

SECTION 3. Counterparts. This Release may be executed in any number

of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Release by signing and delivering one or more counterparts.

[Signature page follows]

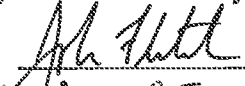
IN WITNESS WHEREOF, the Collateral Agent has caused this RELEASE OF SECURITY INTEREST IN TRADEMARKS to be executed and delivered by its duly authorized officer as of the date first set forth above.

BANK OF AMERICA, N.A. as
Collateral Agent

By: 
Name: **Prayee Majmudar**
Title: **Vice President**

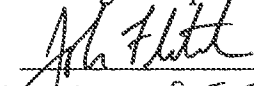
[Signature Page to Release of Security Interest in Trademarks]

CAVALIER TELEPHONE, L.L.C.,
a Virginia limited liability company

By: 
Name: JOHN P. FLETCHER
Title: EVP & GENERAL COUNSEL

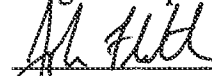
[Signature Page to Release of Security Interest in Trademarks]

LDMI TELECOMMUNICATIONS,
INC., a Michigan corporation

By: 
Name: JOHN P. FLETCHER
Title: EVP & GENERAL COUNSEL

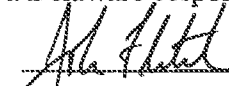
[Signature Page to Release of Security Interest in Trademarks]

INTELLIFIBER NETWORKS,
INC., a Virginia corporation

By: 
Name: JOHN P. FLETCHER
Title: EVP & GENERAL COUNSEL


[Signature Page to Release of Security Interest in Trademarks]

TALK AMERICA HOLDINGS,
INC., a Delaware corporation

By: 
Name: JOHN P. FLETCHER
Title: EVP & GENERAL COUNSEL

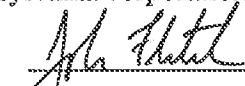
[Signature Page to Release of Security Interest in Trademarks]

NETWORK TELEPHONE
CORPORATION, a Florida
corporation

By: 
Name: JOHN P. FLETCHER
Title: VP & GENERAL COUNSEL

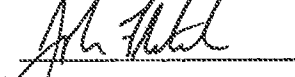
[Signature Page to Release of Security Interest in Trademarks]

TALK AMERICA INC., a
Pennsylvania corporation

By: 
Name: JOHN P. FLETCHER
Title: EVP & GENERAL COUNSEL

[Signature Page to Release of Security Interest in Trademarks]

THE OTHER PHONE COMPANY,
INC., a Florida corporation

By: 
Name: JOAN P. FLETCHER
Title: EVP & GENERAL COUNSEL




[Signature Page to Release of Security Interest in Trademarks]

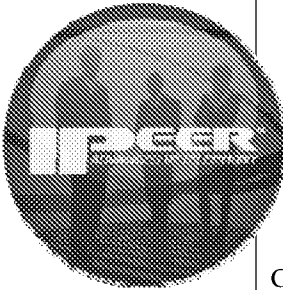
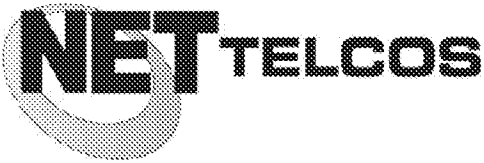

Schedule A to Release

(Please see attached schedule.)



SCHEDULE A

Trademarks

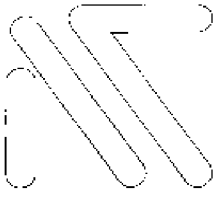
	MARK	OWNER	FILING DATE	REG. DATE	REG. NO.	SERIAL NO.
1.	 CAVALIER (Std Ch: NO)	Cavalier Telephone, LLC	6/20/2003	5/25/2004	2844985	78265163
2.	 CAVALIER TELEPHONE (Std Ch: NO) Colors red and black are claimed.	Cavalier Telephone, LLC	1/18/2005	1/31/2006	3054328	78548987
3.	 CAVALIER BUSINESS COMMUNICATIONS TECHNOLOGY AT YOUR SPEED OF BUSINESS (Std Ch: NO)	Cavalier Telephone, LLC	6/20/2003	8/17/2004	2874692	78265193
4.	LET US TURN YOU ON (Std Ch: YES)	Cavalier Telephone, LLC	3/28/2007	4/1/2008	3404459	77143049

	MARK	OWNER	FILING DATE	REG. DATE	REG. NO.	SERIAL NO.
5.	 IPEER (Std Ch: YES)	Cavalier Telephone, LLC	7/16/2009	N/A	N/A	77782831
6.	 NET TELCOS (Std Ch: NO). The colors blue, yellow, and gray are claimed.	Cavalier Telephone, LLC	8/22/2007	12/16/2008	3545909	77261853
7.	MEMBERSHIP MATTERS (Std Ch: NO)	LDMI Telecommunications, Inc.	11/11/2002	9/21/2004	2887623	78183569
8.	 PHONOM (Std Ch: YES)	Cavalier Telephone, LLC (assignor Phonom, LLC)	12/16/2003	5/17/2005	2953727	78341774

Schedule A-2

	MARK	OWNER	FILING DATE	REG. DATE	REG. NO.	SERIAL NO.
9.	 INTELLIFIBER NETWORKS (Std Ch: NO). Color is not claimed.	Intellifiber Networks, Inc.	11/18/2008	3/23/2010	3764718	77616833
10.	INTELLIFIBER NETWORKS (Std Ch: YES)	Intellifiber Networks, Inc.	11/18/2008	3/23/2010	3764717	77616827
11.	INTELLIFIBER (Std Ch: YES)	Intellifiber Networks, Inc.	11/18/2008	5/11/2010	3788203	77616824
12.	TALK AMERICA (Std Ch: NO)	Talk America Holdings, Inc.	4/25/2001	2/10/2004	2812827	78060209
13.	TALKAMERICA (Std Ch: NO)	Talk America Holdings, Inc.	2/23/1996	6/24/1997	2073462	75061882
14.	LDMI (Std Ch: NO)	LDMI Telecommunications, Inc.	3/4/1999	6/5/2001	2456670	75653324
15.	 LDMI (Std Ch: NO)	LDMI Telecommunications, Inc.	3/4/1999	6/12/2001	2459030	75653197

Schedule A-3

	MARK	OWNER	FILING DATE	REG. DATE	REG. NO.	SERIAL NO.
16.	 (Std Ch: NO) (Design Only)	Network Telephone Corporation	6/13/2000	5/15/2001	2451108	76069105
17.	NEW HOPE NETWORK SERVICES	Talk America, Inc.		5/25/1995	5240300	
18.	THE NEW HOPE PHONE COMPANY	Talk America, Inc.		8/14/1995	9995100	
19.	ACCESS ONE COMMUNICATIONS	The Other Phone Company, Inc.		6/25/1998	555230	
20.	LDMI TELECOMMUNICATIONS	LDMI Telecommunications, Inc.		6/11/2004	12999300	

Schedule A-4

NEWYORK 8178509 (2K)

RECORDED: 02/18/2013

TRADEMARK
REEL: 004965 FRAME: 0520