

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
McLeodUSA Holdings, Inc.		02/08/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank Trust Company Americas, as Collateral Agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	Banking Corporation: NEW YORK

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3177880	PREFERRED ADVANTAGE
Registration Number:	2902483	PREFERRED ADVANTAGE
Registration Number:	2797680	QUALITY
Registration Number:	2826586	STARQUALITY
Registration Number:	2823220	VALUE PREFERRED
Registration Number:	2836445	KEY SYSTEM PREFERRED
Registration Number:	2817177	PREFERRED ADVANTAGE
Registration Number:	3062050	ONELINE PREFERRED
Registration Number:	2806656	SIMPLE PREFERRED
Registration Number:	2789973	PREMIUM PREFERRED
Registration Number:	2741113	ONE SIMPLE CONNECTION

CORRESPONDENCE DATA

Fax Number: (703)610-6200

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

900098663

**TRADEMARK
 REEL: 003716 FRAME: 0243**

CH \$290.00 3177880

Phone: 703-610-6100
Email: boxip@hhlaw.com
Correspondent Name: Valerie Brennan - Hogan & Hartson L.L.P.
Address Line 1: 8300 Greensboro Drive, Suite 1100
Address Line 2: Box Intellectual Property
Address Line 4: McLean, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:	80008.13
NAME OF SUBMITTER:	Valerie Brennan
Signature:	/vb/
Date:	02/08/2008

Total Attachments: 4

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, McLeodUSA Holdings, Inc., a Delaware corporation (the "Grantor") with principal offices at One PaeTec Plaza, 600 Willowbrook Office Park, Fairport, New York 14450, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005 (the "Grantee"), a security interest in (i) all of the Grantor's rights, title and interest in and to the United States trademarks and all trademark applications (the "Trademarks") set forth on Schedule A attached hereto, in each case together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Trademarks, (iii) the goodwill of the businesses 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.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of February 28, 2007 (as the same has been or may be amended, modified, restated, and/or supplemented from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement and is not intended to increase the rights of the Grantee pursuant to the Security Agreement or the obligations of the Grantee beyond the rights and obligations contained in the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any

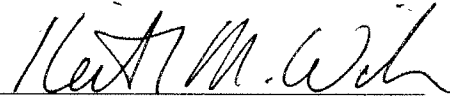
provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble, have the meanings provided or provided by reference in the Security Agreement.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
8th day of February 2008.

MCLEODUSA HOLDINGS, INC., Grantor

By: 

Name: Keith M. Wilson

Title: Vice President and Treasurer

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
PREFERRED ADVANTAGE	3177880	11-28-2006
PREFERRED ADVANTAGE	2902483	11-09-2004
(Star) QUALITY logo	2797680	12-23-2003
STARQUALITY	2826586	3-23-2004
VALUE PREFERRED	2823220	3-16-2004
KEY SYSTEM PREFERRED	2836445	4-27-2004
PREFERRED ADVANTAGE	2817177	2-24-2004
ONELINE PREFERRED	3062050	2-28-2006
SIMPLE PREFERRED	2806656	1-20-2004
PREMIUM PREFERRED	2789973	12-02-2003
ONE SIMPLE CONNECTION	2741113	7-29-2003