TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cincinnati Bell Entertainment Inc.		06/11/2010	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	901 Main Street
Internal Address:	Mail Code TX1-492-14-11
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	3139386	ZOOMTOWN
Registration Number:	2813268	ZOOMTOWN.COM
Registration Number:	2672446	ZOOMTOWN

CORRESPONDENCE DATA

Fax Number: (919)416-8328

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

Phone: 9192868041

Email: pto_tmconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-4583 JES
NAME OF SUBMITTER:	John E. Slaughter
	IRADEMARK

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Signature:	/John E. Slaughter/	
Date:	06/14/2010	
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REEL: 004224 FRAME: 0002

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Non-Shared Collateral Security and Pledge Agreement dated as of June 11, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as collateral agent (the "Collateral Agent") for the holders of the Secured Obligations as defined and referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

Trademark No.	Description of Trademark	Date of Trademark
	See Schedule 1 attached hereto	

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied for	Date of Trademark Applications
	See Schedule 1 attached hereto	

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TRADEMARK REEL: 004224 FRAME: 0003 The Obligors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CINCINNATI BELL ENTERTAINMENT INC.,

an Ohio corporation

Name: Kimberly H. Sheehy

Title: Vice President and Treasurer

Acknowledged and Accepted:

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

By:

Name: Antonikia (Toni) L. Thomas Title: Assistant Vice President

CINCINNATI BELL ENTERTAINMENT INC. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

Cincinnati Bell Entertainment Inc. (Ohio Corporation)

U.S. Trademarks

Registered Marks

Wark	Registration No.	Registration Date
ZOOMTOWN	3139386	09/05/06
ZOOMTOWN.COM	2813268	02/10/04
ZOOMTOWN	2672446	01/07/03

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RECORDED: 06/14/2010

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