

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM452812

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ALLWORX CORP.		11/06/2017	Corporation: DELAWARE
BOB, LLC		11/06/2017	Limited Liability Company: ILLINOIS
BOSTON RETAIL PARTNERS LLC		11/06/2017	Limited Liability Company: MASSACHUSETTS
CONESTOGA ENTERPRISES, INC.		11/06/2017	Corporation: PENNSYLVANIA
EARTHLINK, LLC		11/06/2017	Limited Liability Company: DELAWARE
PAETEC ITEL, L.L.C.		11/06/2017	Limited Liability Company: NORTH CAROLINA
REVCHAIN SOLUTIONS, LLC		11/06/2017	Limited Liability Company: DELAWARE
XETA TECHNOLOGIES, INC.		11/06/2017	Corporation: OKLAHOMA
WINDSTREAM IOWA COMMUNICATIONS, LLC		11/06/2017	Limited Liability Company: DELAWARE
WINDSTREAM BV HOLDINGS, INC.		11/06/2017	Corporation: DELAWARE
WINDSTREAM SERVICES, LLC		11/06/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	U.S. Bank National Association		
Street Address:	Two Midtown Plaza		
Internal Address:	1349 W. Peachtree Street		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30309		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 71			
Property Type	Number	Word Mark	
Registration Number:	3390047	WINDSTREAM	
Registration Number:	3390048	WINDSTREAM	

OP \$1790.00 3390047

Property Type	Number	Word Mark
Registration Number:	3357666	WINDSTREAM
Registration Number:	3327493	WINDSTREAM
Registration Number:	3390070	WINDSTREAM W
Registration Number:	4993941	KINETIC
Registration Number:	4994299	KINETIC TV
Registration Number:	2878357	ALLWORX
Registration Number:	2785672	ALLWORX
Registration Number:	3488049	BOB
Registration Number:	3443261	BUSINESS ONLY BROADBAND
Registration Number:	3519581	BUSINESS ONLY BROADBAND
Registration Number:	5166336	BRP
Registration Number:	1982696	CONESTOGA
Registration Number:	2494916	BROADVIEW NETWORKS
Registration Number:	2828186	BROADVIEWNET.COM
Registration Number:	1950376	EARTHLINK NETWORK
Registration Number:	2218119	START PAGE
Registration Number:	2218713	TOTALACCESS
Registration Number:	2372117	EARTHLINK
Registration Number:	2493252	PEOPLEPC
Registration Number:	2468346	PEOPLEPC
Registration Number:	2767065	PEOPLEPC
Registration Number:	2618566	PEOPLEPC
Registration Number:	2558618	COLLABTRADER
Registration Number:	2724703	PEOPLEPC
Registration Number:	3412074	PEOPLEPC DSL
Registration Number:	3976414	TOUCH-FILL-GO
Registration Number:	3020320	EARTHLINK TOOLBAR
Registration Number:	3027834	A ACCELERATOR
Registration Number:	3269627	EARTHLINK PROTECTION CONTROL CENTER
Registration Number:	3102326	EARTHLINK TRUE VOICE
Registration Number:	3117276	TRUEVOICE
Registration Number:	3403608	EARTHLINK PCFINETUNE
Registration Number:	4058934	EARTHLINK BUSINESS
Registration Number:	4173787	EARTHLINK BUSINESS
Registration Number:	4058935	EARTHLINK B U S I N E S S
Registration Number:	4159914	EARTHLINK B U S I N E S S
Registration Number:	4163177	EARTHLINK B U S I N E S S
Registration Number:	4159915	EARTHLINK B U S I N E S S

Property Type	Number	Word Mark
Registration Number:	4163248	EARTHLINK CARRIER
Registration Number:	4163249	EARTHLINK CARRIER
Registration Number:	4278910	MYLINK
Registration Number:	4338038	REDEFINE WORK
Registration Number:	4495824	TAKING CARE OF BUSINESS
Registration Number:	4662499	MYLINK
Registration Number:	4860643	YOUR CONNECTION TO HAPPY CUSTOMERS
Registration Number:	5262723	PCI CERTIFY
Registration Number:	4934307	PCI COMPLIANCE SOLUTIONS
Registration Number:	5091715	EARTHLINK
Registration Number:	5008688	
Registration Number:	4914763	
Registration Number:	5176810	
Registration Number:	2268375	MEGAPOP
Registration Number:	2707643	REVCHAIN
Registration Number:	1503697	XETA
Registration Number:	1875827	XPERT
Registration Number:	2307280	VIRTUAL XL
Registration Number:	2573060	XETA TECHNOLOGIES
Registration Number:	2463818	IOWA TELECOM
Serial Number:	87541376	SDNOW
Serial Number:	87143053	BOSTON RETAIL PARTNERS
Serial Number:	86245740	
Serial Number:	86259239	EARTHLINK SECURE STOREFRONT
Serial Number:	86259247	EARTHLINK SECURE STOREFRONT
Serial Number:	86259251	EARTHLINK SECURE STOREFRONT
Serial Number:	86403754	PCI PROTECT
Serial Number:	86403760	PCI ASSIST
Serial Number:	86415792	EARTHLINK SECURE STOREFRONT
Serial Number:	86428617	EARTHLINK
Serial Number:	86428634	EARTHLINK

CORRESPONDENCE DATA

Fax Number: 8004947512

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2023704750

Email: ipteam@cogencyglobal.com

Correspondent Name: Darlena Bari Stark

Address Line 1: 1025 VERMONT AVE NW, SUITE 1130

TRADEMARK

REEL: 006217 FRAME: 0539

Address Line 2: COGENCY GLOBAL INC.
Address Line 4: WASHINGTON, D.C. 20005

ATTORNEY DOCKET NUMBER: F174087

NAME OF SUBMITTER: Alan Delaney

SIGNATURE: /Alan Delaney/

DATE SIGNED: 12/01/2017

Total Attachments: 9

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TRADEMARK SECURITY AGREEMENT

(Trademarks, Trademark Registrations, Trademark Applications and Trademark Licenses)

WHEREAS, the signatories hereto (individually herein referred to as a “**Lien Grantor**”, and collectively, the “**Lien Grantors**”) own, or in the case of licenses are parties to, the Trademark Collateral (as defined below);

WHEREAS, Windstream Services, LLC (formerly known as Windstream Corporation, and successor to ALLTEL Holding Corp.) (the “**Company**”) has entered into that certain Indenture dated as of November 6, 2017 among the Company, as issuer, the Co-Issuer, the guarantors party thereto, U.S. Bank National Association, as trustee and collateral agent (the “**Indenture**”), pursuant to which the Company has issued its 8.625% senior secured first lien notes due 2025 (the “**Notes**”); and

WHEREAS, pursuant to the Security Agreement dated as of November 6, 2017 (as amended and/or supplemented from time to time, the “**Security Agreement**”) among the Company, the Co-Issuer, the Guarantors party thereto and U.S. Bank National Association, as Collateral Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, the “**Grantee**”), each Lien Grantor has secured certain of its obligations (its “**Secured Obligations**”) by granting to the Grantee for the benefit of such Secured Parties a continuing security interest (the “**Transaction Liens**”) in personal property of such Lien Grantor, including all right, title and interest of such Lien Grantor in, to and under the Trademark Collateral (as defined below);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Lien Grantor grants to the Grantee, to secure its Secured Obligations, a continuing security interest in all of such Lien Grantor’s right, title and interest in, to and under the following to the extent it constitutes Collateral (including giving effect to the proviso in Section 2(a) thereof) (all of the following items or types of Collateral being herein collectively referred to as the “**Trademark Collateral**”), whether now owned or existing or hereafter acquired or arising:

- (i) each Trademark owned by such Lien Grantor, including, without limitation, each Trademark registration and application referred to in Schedule 1 hereto, and all of the goodwill of the business connected with the use of, or symbolized by, each Trademark;
- (ii) each Trademark License to which such Lien Grantor is a party, including, without limitation, each Trademark License identified in Schedule 1

hereto, and all of the goodwill of the business connected with the use of, or symbolized by, each Trademark licensed pursuant thereto; and

(iii) all Proceeds of the foregoing.

Each Lien Grantor irrevocably appoints the Grantee its true and lawful attorney, with full power of substitution, in the name of such Lien Grantor, any Secured Party or otherwise, for the sole use and benefit of the Secured Parties, but at the Company's expense, to the extent permitted by law to exercise, at any time and from time to time while any Event of Default shall have occurred and be continuing and/or an Enforcement Notice is in effect, all or any of the powers provided for in Section 15 of the Security Agreement with respect to all or any of the Trademark Collateral.

The foregoing security interest has been granted under the Security Agreement. Each Lien Grantor acknowledges and affirms that the rights and remedies of the Grantee with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of a conflict between the Security Agreement and this Trademark Security Agreement, the terms of the Security Agreement shall control.

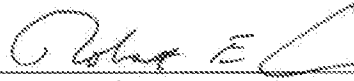
Upon termination of the Transaction Liens in the Trademark Collateral pursuant to the Security Agreement, the security interests granted hereby shall automatically terminate and be released, and the Grantee will, at the expense of the Lien Grantors, execute and deliver to the Lien Grantors such documents, and take such other actions, as any Lien Grantor shall reasonably request to evidence the termination of the security interests granted hereby.

Capitalized terms used but not defined herein but defined in the Security Agreement are used herein with the respective meanings provided for therein.

IN WITNESS WHEREOF, the Lien Grantors have caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 27th day of November, 2017.

ALLWORX CORP.
BOB, LLC
BOSTON RETAIL PARTNERS LLC
CONESTOGA ENTERPRISES, INC.
EARTHLINK, LLC
PAETEC ITEL, L.L.C.
REVCHAIN SOLUTIONS, LLC
XETA TECHNOLOGIES, INC.
WINDSTREAM IOWA
COMMUNICATIONS, LLC
WINDSTREAM BV HOLDINGS, INC.
WINDSTREAM SERVICES, LLC

By:



Name: Robert E. Gunderman
Title: Chief Financial Officer and
Treasurer

Acknowledged:

U.S. BANK NATIONAL ASSOCIATION,
as Collateral Agent

By: 
Name: Mark C. Hallam
Title: Assistant Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006217 FRAME: 0544

**Schedule 1
to Trademark
Security Agreement**

TRADEMARKS

* Indicates "intent to use" trademarks, which are Excluded Assets.

No.	U.S. Trademark	Serial No.	Filing Date	Registration No.	Registration Date	Owner
1	WINDSTREAM	78834510	10-MAR-2006	3390047	26-FEB-2008	Windstream Services, LLC
2	WINDSTREAM	78834516	10-MAR-2006	3390048	26-FEB-2008	Windstream Services, LLC
3	WINDSTREAM	78834519	10-MAR-2006	3357666	18-DEC-2007	Windstream Services, LLC
4	WINDSTREAM	78834521	10-MAR-2006	3327493	30-OCT-2007	Windstream Services, LLC
5	WINDSTREAM W	78854981	05-APR-2006	3390070	26-FEB-2008	Windstream Services, LLC
6	KINETIC	86371628	20-AUG-2014	4993941	05-JUL-2016	Windstream Services, LLC
7	KINETIC TV	86574456	24-MAR-2015	4994299	05-JUL-2016	Windstream Services, LLC
8	SD NOW*	87541376	25-JUL-2017	Pending	Intent to Use	Windstream Services, LLC
9	ALLWORX	76423485	19-JUN-2002	2878357	31-AUG-2004	Allworx Corp.
10	ALLWORX	76423486	19-JUN-2002	2785672	25-NOV-2003	Allworx Corp.
11	BOB	77371021	14-JAN-2008	3488049	19-AUG-2008	Bob, LLC
12	BUSINESS ONLY BROADBAND	77371109	14-JAN-2008	3443261	03-JUN-2008	Bob, LLC
13	BUSINESS ONLY	77399323	18-FEB-	3519581	21-OCT-2008	Bob, LLC

No.	U.S. Trademark	Serial No.	Filing Date	Registration No.	Registration Date	Owner
	BROADBAND		2008			
14	BRP	87143037	18-AUG-2016	5166336	21-MAR-2017	Boston Retail Partners LLC
15	BOSTON RETAIL PARTNERS*	87143053	18-AUG-2016	Pending	Intent to use	Boston Retail Partners LLC
16	CONESTOGA	74715647	15-AUG-1995	1982696	25-JUN-1996	Conestoga Enterprises, Inc.
17	BROADVIEW NETWORKS	75785828	26-AUG-1999	2494916	02-OCT-2001	Windstream BV Holdings, Inc. ¹
18	BROADVIEWNET.COM	76045273	10-MAY-2000	2828186	30-MAR-2014	Windstream BV Holdings, Inc. ²
19	EARTHLINK NETWORK	74549207	14-JUL-1994	1950376	23-JAN-1996	Earthlink, LLC
20	STARTPAGE	75224710	13-JAN-1997	2218119	19-JAN-1999	Earthlink, LLC
21	TOTALACCESS	75389600	13-NOV-1997	2218713	19-JAN-1999	Earthlink, LLC
22	EARTHLINK	75561137	29-SEP-1998	2372117	01-AUG-2000	Earthlink, LLC
23	PEOPLEPC	75727730	14-JUN-1999	2493252	25-SEP-2001	Earthlink, LLC
24	PEOPLEPC	75728762	15-JUN-1999	2468346	10-JUL-2001	Earthlink, LLC
25	PEOPLEPC	75773809	11-AUG-1999	2767065	23-SEP-2003	Earthlink, LLC
26	PEOPLEPC	75773824	11-AUG-	2618566	10-SEP-2002	Earthlink, LLC

¹ **Note:** A recordal of assignment/name change to Windstream BV Holdings, Inc. is in progress.

² **Note:** A recordal of assignment/name change to Windstream BV Holdings, Inc. is in progress.

No.	U.S. Trademark	Serial No.	Filing Date	Registration No.	Registration Date	Owner
			1999			
27	EARTHLINK	75827698	20-OCT-1999	2558618	02-APR-2002	Earthlink LLC
28	PEOPLEPC	75879168	23-DEC-1999	2724703	10-JUN-2003	Earthlink, LLC
29	PEOPLEPC DSL	77010303	29-SEP-2006	3412074	15-APR-2008	Earthlink, LLC
30	TOUCH -FILL-GO	77887672	07-DEC-2009	3976414	14-JUN-2011	Earthlink, LLC
31	EARTHLINK TOOLBAR	78472358	24-AUG-2004	3020320	29-NOV-2005	Earthlink, LLC
32	A ACCELERATOR	78479500	07-SEP-2004	3027834	13-DEC-2005	Earthlink, LLC
33	EARTHLINK PROTECTION CONTROL CENTER	78651763	16-JUN-2005	3269627	24-JUL-2007	Earthlink, LLC
34	EARTHLINK TRUE VOICE	78658950	27-JUN-2005	3102326	06-JUN-2006	Earthlink, LLC
35	TRUEVOICE	78801183	27-JAN-2006	3117276	18-JUL-2006	Earthlink, LLC
36	EARTHLINK PC FINETUNE	78959552	24-AUG-2006	3403608	25-MAR-2008	Earthlink, LLC
37	EARTHLINK BUSINESS	85215716	12-JAN-2011	4058934	22-NOV-2011	Earthlink, LLC
38	EARTHLINK BUSINESS	85215722	12-JAN-2011	4173787	17-JUL-2012	Earthlink, LLC
39	EARTHLINK BUSINESS	85215731	12-JAN-2011	4058935	22-NOV-2011	Earthlink, LLC
40	EARTHLINK BUSINESS	85215736	12-JAN-2011	4159914	19-JUN-2012	Earthlink, LLC
41	EARTHLINK BUSINESS	85215741	12-JAN-2011	4163177	26-JUN-2012	Earthlink, LLC
42	EARTHLINK BUSINESS	85215746	12-JAN-2011	4159915	19-JUN-2012	Earthlink, LLC
43	EARTHLINK CAREER	85274268	23-MAR-	4163248	26-JUN-2012	Earthlink, LLC

No.	U.S. Trademark	Serial No.	Filing Date	Registration No.	Registration Date	Owner
			2011			
44	EARTHLINK CAREER	85274275	23-MAR-2011	4163249	26-JUN-2012	Earthlink, LLC
45	MYLINK	85631725	22-MAY-2012	4278910	22-JAN-2013	Earthlink, LLC
46	REDEFINE WORK	85724425	10-SEP-2012	4338038	21-MAY-2013	Earthlink, LLC
47	TAKING CARE OF BUSINESS	85764717	26-OCT-2012	4495824	11-MAR-2014	Earthlink, LLC
48	MYLINK	86245733	08-APR-2014	4662499	30-DEC-2014	Earthlink, LLC
49	FIST DESIGN*	86245740	08-APR-2014	Pending	Intent to Use	Earthlink, LLC
50	EARTHLINK SECURE STOREFRONT*	86259239	22-APR-2014	Pending	Intent to Use	Earthlink, LLC
51	EARTHLINK SECURE STOREFRONT*	86259247	22-APR-2014	Pending	Intent to Use	Earthlink, LLC
52	EARTHLINK SECURE STOREFRONT*	86259251	22-APR-2014	Pending	Intent to Use	Earthlink, LLC
53	YOUR CONNECTION TO HAPPY CUSTOMERS	86373167	21-AUG-2014	4860643	24-NOV-2015	Earthlink, LLC
54	PCI CERTIFY	86403742	23-SEP-2014	5262723	08-AUG-2017	Earthlink, LLC
55	PCI COMPLIANCE SOLUTIONS	86403748	23-SEP-2014	4934307	05-APR-2016	Earthlink, LLC
56	PCI PROTECT*	86403754	23-SEP-2014	Pending	Intent to Use	Earthlink, LLC
57	PCI ASSIST*	86403760	23-SEP-2014	Pending	Intent to Use	Earthlink, LLC
58	EARTHLINK SECURE STOREFRONT*	86415792	06-OCT-2014	Pending	Intent to Use	Earthlink, LLC
59	EARTHLINK*	86428617	20-OCT-2014	Pending	Intent to Use	Earthlink, LLC
60	EARTHLINK	86428627	20-OCT-2014	5091715	29-NOV-2016	Earthlink, LLC

No.	U.S. Trademark	Serial No.	Filing Date	Registration No.	Registration Date	Owner
61	EARTHLINK*	86428634	20-OCT-2014	Pending	Intent to Use	Earthlink, LLC
62	ORBIT DESIGN	86428664	20-OCT-2014	5008688	26-JUL-2016	Earthlink, LLC
63	ORBIT DESIGN	86428669	20-OCT-2014	4914763	08-MAR-2016	Earthlink, LLC
64	ORBIT DESIGN	86428674	20-OCT-2014	5176810	04-APR-2017	Earthlink, LLC
65	MEGA POP	75394498	21-NOV-1997	2268375	10-AUG-1999	Paetec Itel, L.L.C
66	REVCHAIN	76180308	13-DEC-2000	2707643	15-APR-2003	Revchain Solutions, LLC
67	XETA	73700037	10-DEC-1987	1503697	13-SEP-1988	Xeta Technologies, Inc.
68	XPERT	74259494	26-MAR-1992	1875827	24-JAN-1995	Xeta Technologies, Inc.
69	VIRTUAL XL	75552549	14-SEP-1998	2307280	11-JAN-2000	Xeta Technologies, Inc.
70	XETA TECHNOLOGIES	76116778	24-AUG-2000	2573060	28-MAY-2002	Xeta Technologies, Inc.
71	IOWA TELECOM	76048781	15-MAY-2000	2463818	26-JUN-2001	Windstream Iowa Communications, LLC ³

³ **Note:** A recordal of the conversion of Windstream Iowa Communications, Inc. to Windstream Iowa Communications, LLC is in progress.