

04-06-1999

Form PTO-1594 (Rev. 6-93)

RECORDATION



U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0011 (exp. 4/94)

TRADE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

101002442

original document or copy thereof

<p>1. Name of conveying party(ies):</p> <p>Next Generation Network, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation: State of Delaware <input type="checkbox"/> Other _____ 3-29-99</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>United States Trust company of New York 114 West 47th Street, 255h Floor New York, NY 10036</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</p>
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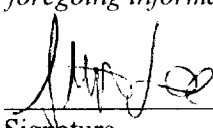
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 26, 1999</u></p>	<p>OPR/FINANCE MAY 29 AM 10:24</p>
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<p>4. Application number(s) or trademark number(s):</p> <p>A. Trademark Application No(s). B. Trademark Registration No(s).</p> <p>75/481,893</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Stephen C. Lee FAEGRE & BENSON LLP 2200 Norwest Center 90 South Seventh Street Minneapolis, MN 55402-3901 612/336-3366</p>	<p>6. Total number of applications and registrations involved: <u>01</u></p>
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<p>04/05/1999 DNGUYEN 00000242 75481893 01 FC:481 40.00 DP</p>	<p>7. Total fee (37 CFR 3.41)\$40.00</p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account for underpayment</p> <p>8. Deposit Account number: 06-0029</p>
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DO NOT USE THIS SPACE

<p>9. Statement and signature. <i>To the best of my knowledge and believe, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p>Stephen C. Lee _____  _____ March 26, 1999 Name of person signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: _____</p>		
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Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks, Box Assignments Washington, D.C. 20231

**ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the undersigned with principal offices at the address set forth next to their name appearing in the signature pages hereof, (each individually an "Assignor" and collectively the "Assignors") hereby assigns and grants to United States Trust Company of New York, as Collateral Agent, with principal offices at 114 West 47th Street, 25th Floor, New York, New York 10036 (the "Assignee"), a security interest in (i) all of the Assignors' right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses symbolized by the Marks and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THE ASSIGNMENT is made to secure the full and prompt performance and payment of all the Obligations of the Assignors, as such term is defined in the Security Agreement among the Assignors, the other assignors party thereto and the Assignee, dated as of February 18, 1998 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignors an instrument in writing releasing the security interest in the Marks acquired under this

Assignment.

The Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those 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 Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 26th day of March, 1999.

NEXT GENERATION NETWORK, INC.

as Assignor

By 

Name: Michael Kolthoff

Title: Treasurer

Address:

1510 Prairie Lakes Dr
Mt Airy NC 27551

STATE OF MINNESOTA)
) ss.:
COUNTY OF HENNEPIN)

On this 26th day of March, 1999 before me personally came Michael J. Kolthoff who, being by me sworn, did state as follows: that he is Treasurer of Next Generation Network, Inc. that he is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Charles D. Bednar

Notary Public



SCHEDULE A

Trademarks and Trademark Licenses

<u>Trademark Name</u>	<u>Serial/ Registration Number</u>	<u>Application or Registration Date</u>
Look Up and Win	75/481,893	May 8, 1998