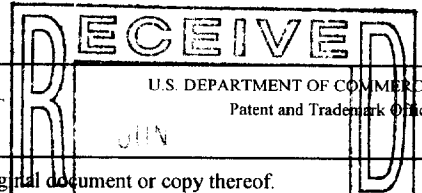


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FR SHEET
ILY

To the Honorable Commissioner of Patents and Trademarks. Please record and attach original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Advanced TelCom Group, Inc.
100 Stony Point Road, Suite 130
Santa Rosa, California 95401

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation Delaware
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and Address of Party(ies) receiving an interest:

Name: First Union National Bank, As Administrative AgentStreet Address: 301 South College StreetInternal Address: One First Union Center, TW-10City: Charlotte State: North Carolina Zip: 28288-0608

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership

- ☐ Limited Partnership
☐ Corporation
☒ Other National Banking Association

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Notice of Grant of Security Interest In Trademarks

Effective Date: May 19, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): 75/578,609B. Trademark Registration No.(s): N/AAdditional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.Internal Address: Moore & Van Allen, PLLCStreet Address: 2200 West Main Street, Suite 800City: Durham State: NC ZIP: 277056. Total number of applications and registrations involved: 17. Total fee (37 CFR 3.4): \$ 40.00

- ☒ Enclosed
☒ Authorized to be charged to deposit account
 (Any Deficiency)

8. Deposit account number:

13-4365

(Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*Mark H. Webbink, Esq.

Name of Person Signing

Signature

6/1/99

Date

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

(Typed or printed name of person signing the certificate)

(Signature of the person signing the certificate)

6/1/99

(Date of Signature)

06/07/1999 DNGUYEN 00000256 75578609

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TRADEMARK
REEL: 001907 FRAME: 0707

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 19, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

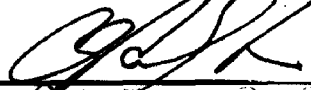
Trademark Applications

| <u>Trademark Application</u> | <u>Application No.</u> | <u>Date of Application</u> |
|------------------------------|------------------------|----------------------------|
| ATG and design | 75/578,609 | 10/28/98 |

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademark and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

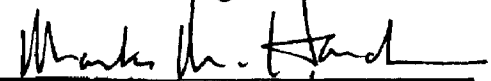
Very truly yours,

ADVANCED TELCOM GROUP, INC.

By: 
Name: Clifford G. Paulsoph
Title: President + CEO

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: 
Name: Mark M. Harden
Title: Senior Vice President