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Form TTM-194 (Rev. 4-93) OMB No. 0651-0001 exp. 4/94

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks

Attached original documents or copy thereof.

1. Name of conveying party(ies):

RCN TELECOM SERVICES INC.

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other

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

2. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 3, 1999



Address of receiving party(ies)

RCN HOLDING COMPANY

Building

Road

Wilmington, DE 19810

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

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No

(Designations must be a separate document from assignment)

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

4. Application number(s) or patent number(s) listed below

A. Trademark Application No(s)

75/843,158

(A NEW CHOICE IN PHONE CABLE & INTERNET SERVICE)

75/844,567

(A BETTER CHOICE IN INTERNET SERVICE)

B. Trademark Registration No.(s)

N/A

Additional numbers attached? Yes No

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

Name: GLENN A. GUNDERSEN
 DICHERT, PRICE & RHOADS
 4000 BELL ATLANTIC TOWER
 1717 ARCH STREET
 PHILADELPHIA, PA. 19103-2743
 TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)\$65.00

- Enclosed
- Authorized to be charged to deposit account (Including any underpayment)

8. Deposit account number: 04-0475

(Attach duplicate copy of this page 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.

04/28/2000 TTM11 00000115 040475 75843158

01 FC: Glenn A. Gundersen
02 FC: Name of Person

Signature

2/23/2000
Date

Total number of pages including cover sheet, attachments, and document: [3]

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

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(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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103 Springer Building
3144 Silverside Road
Wilmington, DE 19810

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Glenn A. Gundersen
Name of Person Signing


Signature

2/23/2000
Date

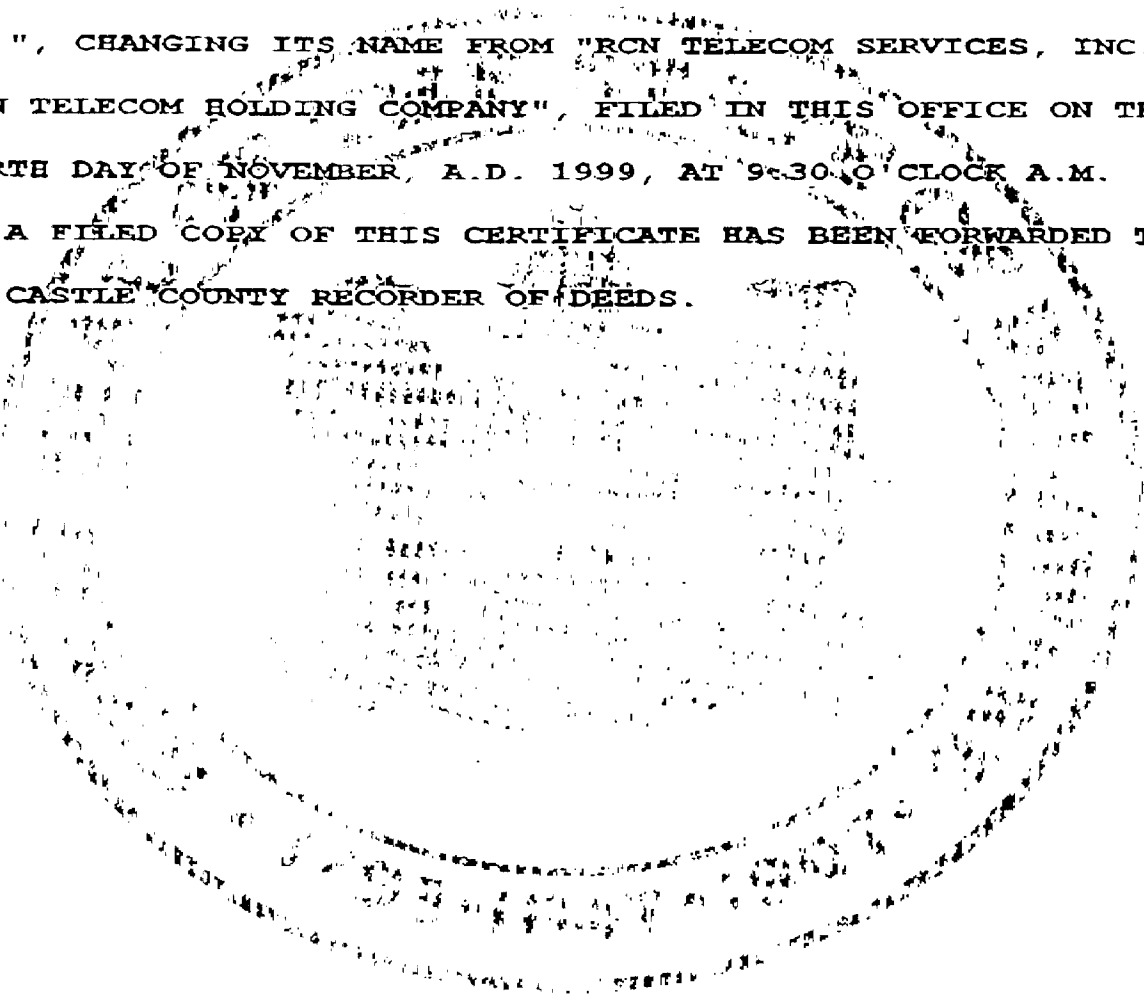
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RCN TELECOM SERVICES, INC.", CHANGING ITS NAME FROM "RCN TELECOM SERVICES, INC." TO "RCN TELECOM HOLDING COMPANY", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 1999, AT 9:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2425141 8100

991469211

AUTHENTICATION:

0064047

DATE:

11-04-99

TRADEMARK
REEL: 002066 FRAME: 0772

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
RCN TELECOM SERVICES, INC.

RCN Telecom Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of RCN Telecom Services, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

1. The name of the corporation is RCN Telecom Holding Company

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said RCN Telecom Services, Inc. has caused this certificate to be signed by John D. Filipowicz, its Senior Vice President, this 3rd day of November, 1999.

RCN Telecom Services, Inc.

By 
John D. Filipowicz, Senior Vice President