

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

#### Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other
- Effective Date  
Month Day Year  
\_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

- Formerly
- Individual  General Partnership  Limited Partnership  Corporation  Association
  - Other
  - Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Association
  - Corporation
  - Other
  - Citizenship/State of Incorporation/Organization
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

#### FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231  
**TRADEMARK**

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REEL: 002159 FRAME: 0290

FORM PTO-1618B  
Expires 06/30/99  
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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**  Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75130237"/>	<input type="text" value="75267839"/>	<input type="text" value="75268257"/>	<input type="text" value="2096863"/>	<input type="text" value="2098881"/>	<input type="text" value="1950089"/>
<input type="text" value="75268262"/>	<input type="text" value="75268260"/>	<input type="text" value="75268275"/>	<input type="text" value="1934732"/>	<input type="text" value="1950088"/>	<input type="text"/>
<input type="text" value="75291944"/>	<input type="text" value="75310579"/>	<input type="text" value="75332467"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account  (Our Ref: 244130-410)

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Diane J. Kasselmann

December 12, 2000

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 08/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

75320143	75510418	75510421
75509883	75668273	75678298
75694063	75757831	75852864
75844054	75844056	75901373
75900833	76016115	


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**PLEDGE SUPPLEMENT**

This PLEDGE SUPPLEMENT, dated as of September 25, 2000, is delivered pursuant to the Pledge and Security Agreement, dated as of February 3, 2000 (as it may be from time to time amended, modified or supplemented, the "Security Agreement"), among NEXTLINK COMMUNICATIONS, INC., the OTHER GRANTORS party thereto and TORONTO DOMINION (TEXAS), INC., as Secured Party. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Security Agreement.

Each undersigned Grantor hereby grants to the Secured Party a security interest in all of such Grantor's right, title and interest in and to all Collateral, including, without limitation the Investment Property listed on Supplemental Schedule 1.1(a) attached hereto and the Intellectual Property listed on Supplemental Schedule 1.1(c) attached hereto, in each case whether now or hereafter existing or in which such Grantor now has or hereafter acquires an interest and wherever the same may be located. All such Investment Property and Intellectual Property shall be deemed to be part of the Collateral and hereafter subject to each of the terms and conditions of the Security Agreement.

IN WITNESS WHEREOF, each undersigned Grantor has caused this Supplement to be duly executed and delivered by its duly authorized officer as of the date first written above.

- NEXTLINK COMMUNICATIONS, INC.**
- NEXTLINK ARIZONA, INC.**
- NEXTLINK DELAWARE, INC.**
- NEXTLINK GEORGIA, INC.**
- NEXTLINK INDIANA, INC.**
- NEXTLINK NEW JERSEY, INC.**
- NEXTLINK NEW YORK, INC.**
- NEXTLINK OHIO, INC.**
- NEXTLINK WEST VIRGINIA, INC.**
- INTERNEXT, L.L.C.**
- LHP, L.L.C.**

By:   
 Name: Scott Macleod  
 Title: Vice President

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**Supplemental Schedule 1.1(a)****Investment Property****PLEGGED INTERESTS**

## Pledged Stock:

Stock Issuer	Class of Stock	Stock Certificate No.	Par Value	No. of Pledged Stock	% of Outstanding Stock Pledged
NEXTLINK Arizona, Inc.	Common	1	None	100 shares	100
NEXTLINK Delaware, Inc.	Common	1	None	100 shares	100
NEXTLINK Georgia, Inc.	Common	1	None	100 shares	100
NEXTLINK Indiana, Inc.	Common	1	None	100 shares	100
NEXTLINK New Jersey, Inc.	Common	1	None	100 shares	100
NEXTLINK New York, Inc.	Common	1	None	1,000 shares	100
NEXTLINK Ohio, Inc.	Common	1	None	1,000 shares	100
NEXTLINK West Virginia, Inc.	Common	1	None	100 shares	100

## Pledged Partnership Interests:

None.

## Pledged LLC Interests:

Limited Liability Company	Certificate of Interest No.	% of Membership Interests Pledged
INTERNEXT, L.L.C.	1	100
LHP, L.L.C.	2	50

## Pledged Debt:

9% Note due 2004 of Teletrac, Inc. in the principal sum of \$3,628.69; certificate number R-0007

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**Other Investments:**

- ✓1. Warrant to purchase up to 200,000 shares of Common Stock of Covad Communications Group, Inc.\*
- ✓2. 58,823 shares of Series C Preferred Stock of T E Network, Inc.; certificate number NC-1
- ✓3. Warrant to purchase shares of Voting Preferred Stock or Common Stock of T E Network, Inc.\*
- ✓4. 277,840 shares of Class B Common Stock of NorthPoint Communications Group, Inc.; certificate number 4
- ✓5. 1,370,384 shares of Common Stock of Register.com, Inc.; certificate number RC-0035
- ✓6. Warrant to purchase 83,334 shares of Common Stock of Register.com, Inc. at \$12.00 per share; warrant number 5
- ✓7. 629,660 shares of Series B-1 Preferred Stock of Asia Online, Ltd.; certificate number PB-19
- ✓8. 570,082 shares of Series C Preferred Stock of Asia Online, Ltd.; certificate number PC-15
- ✓9. 769,231 shares of Series C Preferred Stock of Corio, Inc.; certificate number PC-5
- ✓10. Warrant to purchase shares of Series C Preferred Stock of Corio, Inc.\*
- ✓11. 2,419 shares of Common Stock of Teletrac, Inc.; certificate number T-0007
- ✓12. Class B Stock Purchase Warrant to subscribe for and purchase 193 shares of Common Stock of Teletrac, Inc. at \$7.40 per share; warrant number BW-0007
- ✓13. Warrant to purchase 50,000 shares of Common Stock of Cygent, Inc. at \$1.02 per share\*
- ✓14. 447,747 shares of Series C Preferred Stock of SmartPipes, Inc.; certificate number PC-2
- ✓15. 1,298,701 shares of Series B Preferred Stock of Telseon, Inc.; certificate number PB-53
- ✓16. 2,136,753 shares of Series C Preferred Stock of Everdream Corporation; certificate number PC-7

\* - original to be delivered to Administrative Agent upon receipt

**Supplemental Schedule 1.1(c)**

**Intellectual Property**

[See Attached]

## Attachment to Supplemental Schedule 1.1(c)

Case Number	Country	Trademark Name	Class	Status	Filing Date	Reg. Date	Owner Name
16302-TM1001	US	THE CONCENTRIC NETWORK	9,38,42	Registered	10-Apr-1996	16-Sep-1997	Concentric Network Corporation
16302-TM1002	US	CONCENTRIC NETWORK CORPORATION	9,38,42	Registered	10-Apr-1996	23-Sep-1997	Concentric Network Corporation
16302-TM1003	US	CRIS	42	Registered	25-Feb-1994	23-Jan-1996	Concentric Network Corporation
16302-TM1004	US	CRIS AND DESIGN (GLOBE)	42	Registered	25-Feb-1994	14-Nov-1995	Concentric Network Corporation
16302-TM1005	US	BBS DIRECT	42	Registered	25-Feb-1994	23-Jan-1996	Concentric Network Corporation
16302-TM1006	US	POWERED BY CONCENTRIC NETWORK	9,38,42	Allowed	05-Jul-1996		Concentric Network Corporation
16302-TM1007	US	WEB TECH U	"	Proposed			Concentric Network Corporation
16302-TM1008	US	WEB U	"	Proposed			Concentric Network Corporation
16302-TM1009	US	CONCENENTERPRISE	"	Proposed			Concentric Network Corporation
16302-TM1010	US	FULLCHANNEL	42	Allowed	02-Apr-1997		Concentric Network Corporation
16302-TM1011	US	FLEXCHANNEL	42	Allowed	02-Apr-1997		Concentric Network Corporation
16302-TM1012	US	CONCENTRIC VIEW	42	Abandoned	02-Apr-1997		Concentric Network Corporation
16302-TM1013	US	CONCENTRIC REMOTELINK	42	Allowed	02-Apr-1997		Concentric Network Corporation
16302-TM1014	US	PREMIERCONNECT	42	Suspended	02-Apr-1997		Concentric Network Corporation
16302-TM1015	US	PRIVATELINK	"	Proposed			Concentric Network Corporation
16302-TM1016	US	CONCENTRICHOST	42	Allowed	14-May-1997		Concentric Network Corporation
16302-TM1017	US	CONNECTLINK	42	Aband Inst	09-Jun-1997		Concentric Network Corporation
16302-TM1018	US	GAME GATEWAY	42	Abandoned	29-Jul-1997		Concentric Network Corporation
16302-TM1019	US	CONCENTRIC IMPACT	42	Aband Inst	07-Jul-1997		Concentric Network Corporation
16302-TM1020	US	IP NETWORK INNOVATION	"	Proposed			Concentric Network Corporation
16302-TM1021	US	CONCENTRIC NETWORK AND DESIGN (RINGS)	"	Proposed			Concentric Network Corporation
16302-TM1022	US	CONCENTRIC CUSTOMLINK	42	Allowed	26-Jun-1998		Concentric Network Corporation
16302-TM1023	US	CONCENTRIC POWERCOMMERCE	42	Aband Inst	26-Jun-1998		Concentric Network Corporation
16302-TM1024	US	REMOTEHANDS	42	Allowed	29-Jan-1998		Concentric Network Corporation
16302-TM1032	US	VIRTUAL PRIVATE SOLUTIONS	"	Searched			Concentric Network Corporation
16302-TM1033	US	CONCENTRICIRB	"	Searched			Concentric Network Corporation
16302-TM1034	US	ALWAYS ON CONCENTRIC	"	Searched			Concentric Network Corporation
16302-TM1035	US	CONCENTRICCOMMERCE	"	Searched			Concentric Network Corporation
16302-TM1036	US	CONCENTRICWIRELESS	"	Searched			Concentric Network Corporation



Case Number	Country	Trademark Name	Class	Status	Filing Date	Reg. Date	Owner Name
16302-TM1037	US	CONCENTRIC	42	Appeal/Ptn	26-Mar-1999		Concentric Network Corporation
16302-TM1038	US	NOW THE INTERNET REVOLVES AROUND YOU	42	Suspended	09-Apr-1999		Concentric Network Corporation
16302-TM1039	US	CONCENTRICQOS	38,42	Filed	29-Apr-1999		Concentric Network Corporation
16302-TM1040	US	CONCENTRICCENTER	"	Searched			Concentric Network Corporation
16302-TM1041	US	CONCENTRICCARES	42	Filed	22-Jul-1999		Concentric Network Corporation
16302-TM1042	US	CONCENTRICDSL	42	Filed	17-Nov-1999		Concentric Network Corporation
16302-TM1043	US	CONCENTRICMUX	42	Filed	09-Nov-1999		Concentric Network Corporation
16302-TM1044	US	CONCENTRICAIP	42	Filed	09-Nov-1999		Concentric Network Corporation
16302-TM1045	US	E-NABLE	"	Searched			Concentric Network Corporation
16302-TM1046	US	E-MEDIARY	42	Filed	21-Jan-2000		Concentric Network Corporation
16302-TM1047	US	APP-FRASTRUCTURE	42	Filed	21-Jan-2000		Concentric Network Corporation
16302-TM1048	US	METRA	"	Searched			Concentric Network Corporation
16302-TM1049	US	YOUR INTERNET SERVICE PARTNER	38,42	Filed	03-Apr-2000		Concentric Network Corporation
16302-TM1050	US	SKYBEAM	"	Searched			Concentric Network Corporation
16302-TM2001	EU	THE CONCENTRIC NETWORK	9,38,42	Registered	01-Apr-1996	15-Feb-2000	Concentric Network Corporation
16302-TM2002	EU	CONCENTRIC NETWORK CORPORATION	9,38,42	Registered	01-Apr-1996	20-Dec-1999	Concentric Network Corporation
16302-TM2009	BX	CONCENTRIC	42	Registered	05-Mar-1999	05-Mar-1999	Concentric Network Corporation
16302-TM2010	EU	CONCENTRIC	9,38,42	Aband Inst	14-Jun-2000		Concentric Network Corporation
16302-TM2011	CA	CONCENTRIC	"	Filed	15-Jun-2000		Concentric Network Corporation
16302-TM2012	CA	CONCENTRIC NETWORK	"	Filed	15-Jun-2000		Concentric Network Corporation
16302-TM2013	EU	YOUR INTERNET SERVICE PARTNER	38,42	Filed	29-Aug-2000		Concentric Network Corporation
16302-TM2014	JP	CONCENTRIC	9,38,42	Searched			Concentric Network Corporation
16302-TM2015	HK	CONCENTRIC	9,38,42	Searched			Concentric Network Corporation