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101551588

Attorney Docket No. 08169.0999

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name(s) of conveying party(ies):

NEXTLINK Communications, Inc.

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership

Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

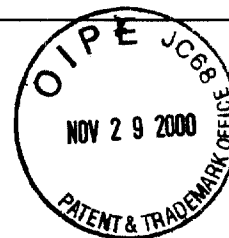
Execution Date: 10/25/00

2. Name(s) and address(es) of receiving party(ies):

Name: XO Communications, Inc.

Address: 11111 Sunset Hills Road
Reston, Virginia 20190

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other:



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

(Designation must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

See attached sheet.

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Elizabeth D. McGoogan, Esq.

Address: Finnegan, Henderson, Farabow,

Garrett & Dunner, L.L.P.

1300 I Street, N.W.

Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 61

7. Total fee (37 CFR 3.41): \$ 1,540.00

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

06-0916

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.

Elizabeth McGoogan Magnuson*
Name of Person Signing

Elizabeth McGoogan Magnuson
Signature

11/29/00
Date

* ADMITTED IN THE STATE OF ILLINOIS. NOT ADMITTED IN THE DISTRICT OF COLUMBIA.

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

12/13/2000 GTDN11 00000152 76026230

01 FC:481 40.00 OP
02 FC:482 1500.00 OP

EXHIBIT A

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
SINGLELINK	76/026,230	04/14/00
NEXTLINK E-SERVICES	75/710,961	05/21/99
XO	76/124,990	09/08/00
XO	76/124,991	09/08/00
XO	76/124,992	09/08/00
XO	76/124,993	09/08/00
XO	76/124,994	09/08/00
XO	76/124,996	09/08/00
XO	76/124,997	09/08/00
XO	76/124,998	09/08/00
XO	76/124,995	09/08/00
XO (Stylized)	76/125,996	09/08/00
XO (Stylized)	76/125,995	09/08/00
XO (Stylized)	76/125,994	09/08/00
XO (Stylized)	76/125,993	09/08/00
XO (Stylized)	76/125,992	09/08/00
XO (Stylized)	76/125,991	09/08/00
XO (Stylized)	76/125,990	09/08/00
XO (Stylized)	76/125,989	09/08/00
XO (Stylized)	76/125,988	09/08/00

XO (Stylized) NOT JUST TALK	76/126,970	09/08/00
XO (Stylized) NOT JUST TALK	76/126,789	09/08/00
XO (Stylized) NOT JUST TALK	76/126,788	09/08/00
XO (Stylized) NOT JUST TALK	76/126,787	09/08/00
XO (Stylized) NOT JUST TALK	76/126,786	09/08/00
XO (Stylized) NOT JUST TALK	76/126,785	09/08/00
XO (Stylized) NOT JUST TALK	76/126,784	09/08/00
XO (Stylized) NOT JUST TALK	76/126,783	09/08/00
XO (Stylized) NOT JUST TALK	76/126,782	09/08/00
XO (Stylized) NOT JUST TALK	76/125,978	09/08/00
XO (Stylized) NOT JUST TALK	76/125,977	09/08/00
XO (Stylized) NOT JUST TALK	76/126,788	09/08/00
XO (Stylized) NOT JUST TALK	76/125,975	09/08/00
XO (Stylized) NOT JUST TALK	76/126,779	09/08/00
XO (Stylized) NOT JUST TALK	76/126,778	09/08/00

XO (Stylized) NOT JUST TALK	76/126,777	09/08/00
XO (Stylized) NOT JUST TALK	76/126,776	09/08/00
XO (Stylized) NOT JUST TALK	76/126,775	09/08/00
XOFFERINGS	76/126,799	09/08/00
XOFFERINGS	76/126,798	09/08/00
XOFFERINGS	76/126,796	09/08/00
XOFFERINGS	76/126,797	09/08/00
XOFFERINGS	76/126,795	09/08/00
XOFFERINGS	76/126,794	09/08/00
XOFFERINGS	76/126,792	09/08/00
XOFFERINGS	76/126,793	09/08/00
XOFFERINGS	76/126,791	09/08/00
XOPTIONS	76/125,987	09/08/00
XOPTIONS	76/125,976	09/08/00
XOPTIONS	76/125,985	09/08/00
XOPTIONS	76/125,984	09/08/00
XOPTIONS	76/125,983	09/08/00
XOPTIONS	76/125,982	09/08/00
XOPTIONS	76/125,981	09/08/00
XOPTIONS	76/125,980	09/08/00
XOPTIONS	76/125,979	09/08/00
XOPTIMIZE	76/131,065	09/15/00

XOCOMMUNICATIONS 76/136,301

09/27/00

XO COMMUNICATIONS 76/136,375

09/27/00

XO NOT JUST TALK 76/136,288

09/27/00

EXHIBIT B

MARK

REG. NO.

REG. DATE

NEXTLINK

2,114,513

11/18/97

State of Delaware

PAGE 1

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 "NEXTLINK COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "NEXTLINK COMMUNICATIONS, INC." TO "XO COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 2000, AT 4:30 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2000.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

3153516 8100

AUTHENTICATION: 0749582

001531015

DATE: 10-23-00

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Nextlink Communications, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. A resolution setting forth the following amendment to the corporation's Certificate of Incorporation and declaring the advisability of such amendment was duly adopted by the corporation's Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware:

Article First of the Certificate of Incorporation is amended to read as follows:

"The name of the corporation is XO Communications, Inc."

2. In lieu of a meeting of the stockholders, written consent has been given for the adoption of said amendment in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

3. The amendment shall be effective on October 25, 2000.

NEXTLINK COMMUNICATIONS, INC.

By: 
Richard A. Montfort, Jr.
Assistant Secretary