

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇄ ⇄ ⇄ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Allegiance Telecom, Inc. <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 <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			2. Name and address of receiving party(ies) Name: Toronto Dominion (Texas), Inc. Internal Address: _____ Address: 909 Fannin Street, Suite 1700 Street Address: _____ City: Houston State: TX Zip: 77010 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Texas <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Pledge Supplement Execution Date: April 10, 2002					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2418311 2023113 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Diane Kasselman, Esq. Internal Address: Skadden, Arps, Slate Meagher & Flom LLP Street Address: Four Times Square <div style="text-align: right;">10036</div> City: New York State: NY Zip: 6522			6. Total number of applications and registrations involved: <input type="text" value="2"/>		
			7. Total fee (37 CFR 3.41).....\$ 65.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
			8. Deposit account number: 19-2385 [Our Ref: 244130/411] <small>(Attach duplicate copy of this page if paying by deposit account)</small>		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> Diane Kasselman <input type="text" value="4-29-02"/> Name of Person Signing Signature Date <small>Total number of pages including cover sheet, attachments, and document: <input type="text"/></small>					

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Allegiance Telecom Company Worldwide <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 <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	2. Name and address of receiving party(ies) Name: _____ Internal Address: _____ Street Address: _____ City: _____ State: _____ Zip: _____ <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>				
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: _____	4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No				
5. Name and address of party to whom correspondence concerning document should be mailed: Name: _____ Internal Address: _____ Street Address: _____ City: _____ State: _____ Zip: _____	6. Total number of applications and registrations involved: <input type="text" value=""/> 7. Total fee (37 CFR 3.41).....\$ _____ <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: _____ <small>(Attach duplicate copy of this page if paying by deposit account)</small>				
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <table style="width:100%; border: none;"> <tr> <td style="width:33%; border: none;"> _____ Name of Person Signing </td> <td style="width:33%; border: none;"> _____ Signature </td> <td style="width:33%; border: none;"> _____ Date </td> </tr> </table>			_____ Name of Person Signing	_____ Signature	_____ Date
_____ Name of Person Signing	_____ Signature	_____ Date			

Total number of pages including cover sheet, attachments, and document:
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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Internet Allegiance, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State
- Other _____

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

2. Name and address of receiving party(ies)

Name: _____
Internal Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: _____

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

- Enclosed
- Authorized to be charged to deposit account

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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.

Name of Person Signing

Signature

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

PLEDGE SUPPLEMENT

This PLEDGE SUPPLEMENT is delivered pursuant to the Pledge and Security Agreement, dated as of February 15, 2000 (as it may be from time to time amended, modified or supplemented, the "*Security Agreement*"), among Allegiance Telecom, Inc. and Allegiance Telecom Company Worldwide, as Grantors thereunder and hereunder, the other Grantors named therein, 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.

Subject to the terms and conditions of the Security Agreement, each Grantor hereby notifies Secured Party of such Grantor's right, title and interest in and to the assets listed on Supplemental Schedule attached hereto (the "*Additional Collateral*"), in which assets a security interest has been granted pursuant to Section 1 of the Security Agreement, 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. The Additional Collateral 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 Grantor has caused this Pledge Supplement to be duly executed and delivered by its duly authorized officer as of April 10, 2002.

GRANTOR:

**ALLEGIANCE TELECOM, INC.
ALLEGIANCE TELECOM COMPANY WORLDWIDE
INTERNET ALLEGIANCE, INC.**

By: 

Mark B. Tresnowski, its Senior Vice President and Secretary

Supplemental SchedulePLEDGED STOCK

Subject to the terms and conditions of the Security Agreement, Allegiance Telecom Company Worldwide hereby grants to Secured Party a security interest in all of its right, title and interest in and to the following shares of capital stock:

Stock Issuer	Class of Stock	Stock Cert. No.	Par Value	Stock Certificate	Percentage of Outstanding Pledged Stock Pledged
Allegiance Telecom of Indiana, Inc.	Common Stock	No. 1	\$.01	One share	100%
Allegiance Telecom of North Carolina, Inc.	Common Stock	No. 1	\$.01	One share	100%

Subject to the terms and conditions of the Security Agreement, Internet Allegiance, Inc. hereby grants to Secured Party a security interest in all of its right, title and interest in and to the following shares of capital stock:

Stock Issuer	Class of Stock	Stock Cert. No.	Par Value	Stock Certificate	Percentage of Outstanding Pledged Stock Pledged
ALGX Business Internet, Inc.	Common Stock	No. 1	\$.01	One share	100%

REGISTERED TRADEMARKS AND SERVICE MARKS

Subject to the terms and conditions of the Security Agreement, Allegiance Telecom, Inc.* hereby grants to Secured Party a security interest in all of its right, title and interest in and to the following:

"SUPER T"

Registration No. 2,418,311

International Class 38

Date of Registration: January 2, 2001

U.S. PTO Serial # 75-657311

"IAMERICA"

Registration No. 2,023,113

International Class 42

Date of Registration: December 17, 1996

U.S. PTO Serial # 74-683322

* Assignment documents filed with the PTO, to transfer title from Intermedia Communications Inc. to Allegiance Telecom, Inc.