

FORM PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab Settings ⇌⇌⇌

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

1. Name of conveying party(ies):

DSL.net, Inc.
545 Long Wharf Drive, 5th Floor
New Haven, CT 06511

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

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

3. Nature of conveyance:

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

Execution Date: December 27, 2002

2. Name and address of receiving party(ies)

Name: VantagePoint Venture Partners III (Q), L.P., as Agent

Internal Address: _____

Street Address: 1001 Bayhill Drive, Suite 300

City: San Bruno State: CA Zip: 94066

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware domestic Limited Liability Company

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

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

A. Trademark Application No.(s)
none

B. Trademark Registration No.(s)
2269936

Additional number(s) attached? Yes No

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

Name: Nancy Bouch, Senior Legal Assistant

Internal Address: Wilson Sonsini Goodrich & Rosati
1117 2-B

Street Address: 650 Page Mill Road

City: Palo Alto State: CA Zip: 94304

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-2415 (Ref. #23701.009)

(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.

Nancy Bouch
Name of Person Signing


Signature

12/30/2002
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 & Trademarks, Box Assignments
Washington, D.C. 20231

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 27, 2002, is executed by DSLnet, Inc., a Delaware corporation ("Grantor"), in favor of VantagePoint Venture Partners III (Q), L.P., as administrative agent on behalf of the Guarantors and itself ("Agent").

A. Grantor has entered into a Security Agreement, dated the date hereof (the "Security Agreement"), by and between DSLNet, Inc., DSLnet Communications Delaware, Inc., DSLnet Communications Puerto Rico, Inc., DSLnet Communications VA, Inc., Tycho Networks, Inc., Vector Internet Services, Inc., and certain guarantors party thereto (the "Guarantors") in favor of Agent;

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Pursuant to the Security Agreement, Grantor has granted to Agent, for the benefit of the Guarantors and itself, a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"); to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Agent, for the benefit of the Guarantors and itself, a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

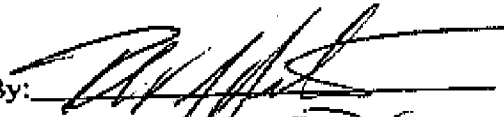
Grantor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Agent's address is: VantagePoint Venture Partners III (Q), L.P., as Agent
1001 Bayhill Drive, Suite 300
San Bruno, CA 94066

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed as of the day and year first above written.

DSL.NET, INC.

By: 
Name: Robert J. DeSanto
Title: CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Mark

Registration Date

Registration No.

DSL.NET

8/10/99

Supplemental-2,269,936

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Mark

Application Date

Application No.

NONE