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DEPARTMENT OF COMMERCE Patent and Trademark Office

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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):

BCSI Inc. (f/k/a Broadwing Communications Services Inc.)

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 6/12/2003

2. Name and address of receiving party(ies)

Name: CIII Communications Operations, LLC

Internal Address: 701 Pennsylvania Avenue NW, Ste. 900

Street Address: Washington, D.C.

City: State: Zip:

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

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) 75/873,484 75/847,046

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: Joan L. Long

Internal Address: Mayer, Brown, Rowe & Maw

Street Address: P.O. Box 2828

City: Chicago State: Illinois Zip: 60690-2828

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

8. Deposit account number: N/A

(Attach duplicate copy of this page if paying by 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.

Joan L. Long Name of Person Signing

Signature

Date 6/13/03

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK REEL: 002759 FRAME: 0515

ASSIGNMENT OF TRADEMARKS

WHEREAS, BCSI Inc. (f/k/a Broadwing Communications Services Inc.) (hereinafter "Assignor"), a corporation of the State of Delaware, having its principal office and place of business at 201 East Fourth Street, Cincinnati, Ohio 45202, United States of America, is the sole owner of the entire right, title and interest in and to the trademarks shown in the pending applications shown on Exhibit A attached hereto (hereinafter referred to as the Marks); and

WHEREAS, Assignor desires to assign the right, title and interest in, to and under the Marks in connection with the transfer of the business with which the Marks are used, throughout the world to CIII Communications Operations, LLC (hereinafter "Assignee"), a limited liability company of the State of Delaware having a principal office and place of business at 701 Pennsylvania Avenue NW Suite 900, Washington, D.C., United States of America, together with the goodwill of the business in connection with which the Marks are used; and Assignee is desirous of acquiring the entire right, title and interest in, to and under the Marks, together with the goodwill of the business in connection with which the Marks are used;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby sell, assign, transfer and set over to said Assignee, its successors, legal representatives and assigns all of Assignor's rights, titles and interests in and to the aforesaid Marks, together with the goodwill of the business associated with said Marks and registrations thereof (including, without limitation, all proceeds thereof and the rights to sue for past, present and future infringements).

By: *Kevin W. Mooney*

Dated: *June 12, 2003*

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

Duly acknowledged before me by said *Kevin W. Mooney* as his voluntary act and deed this *12th* day of *June*, 2003.

Karen L. Doerner
Notary Public

CinLibrary/1298712.1

KAREN L. DOERNER
Notary Public, State of New York
No. 01DO502360
Qualified in Queens County
Certificate Filed in New York County
Commission Expires on 02/14/2006

**EXHIBIT A
TRADEMARK APPLICATIONS/REGISTRATIONS**

MARK	SERIAL NO.	REGISTRATION NO.
DESIGN	75/873,484	
BROADWING & Design	75/847,046	