Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027- (exp. 6/30/2005)

8-22-03

Tab settings ↓ → →

RECOR TR

08-22-2003

102532400

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): 8-22-03

CIT Lending Services Corporation

☐ Individual(s) ☐ Association

☐ General Partnership ☐ Limited Partnership

☒ Corporation-State **(DE)**

☐ Other

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

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

Name: General Electric Capital Corporation, as Collateral Agent

Internal Address:

Street Address: 120 Long Ridge Road, 3rd Floor

City: Stamford State: CT ZIP: 06927

☐ Individual(s) citizenship

☐ Association

☐ General Partnership

☐ Limited Partnership

☒ Corporation-State Delaware

☐ 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

3. Nature of conveyance:

☐ Assignment ☐ Merger

☐ Security Agreement ☐ Change of Name

☒ Other Appointment of Collateral Agent

Execution Date: May 20, 2003

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

A. Trademark Application No.(s)

76/022,522 ; 75/858,935

B. Trademark Registration No.(s)

2,632,267 ; 2,448,496 ; 2,482,441 ; 2,556,642 ; 2,386,210 ; 2,363,287 ; 2,443,187 ; 2,322,422 ; 2,322,420 ; 2,327,104 ; 2,298,599 ; 2,130,178 ; 2,440,273 ; 2,232,910 ; 2,371,583

Additional number(s) attached? ☐ Yes ☒ No

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

Name: Robyn Rahbar, Esq.

Internal Address: Simpson Thacher & Bartlett LLP

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41): .....$ 440.00

☐ Enclosed

☒ Authorized to be charged to ~~deposit account~~ credit card

8. Deposit account number:

(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.

Robyn Rahbar, Esq.
Name of Person Signing

Signature

8/21/03
Date

Total number of pages including cover sheet, attachments, and document: 17

08/20/2003 ECOOPER 00000185 2632267

01 FC:8021 40.00 OP
02 FC:8022 400.00 OP

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

BY: FACSIMILE AND FEDERAL EXPRESS May 20, 2003

Re: Appointment of Collateral Agent

KMC Telecom LLC
KMC Telecom II LLC
KMC Telecom III LLC
KMC Telecom of Virginia, Inc.
KMC Telecom Leasing I LLC
KMC Telecom Leasing II LLC
KMC Telecom Leasing III LLC
KMC Telecom.com, Inc.
KMC III Services LLC
1545 Route 206, Suite 300
Bedminster, NJ 07921
Attn: President
Fax: (908) 719-8775

Dear Mr. President:

PLEASE TAKE NOTICE that, pursuant to a letter dated March 28, 2003, from CIT Lending Services Corporation (f/k/a Newcourt Commercial Finance Corporation) to the Lenders and Borrowers under that certain Amended and Restated Loan and Security Agreement dated as of February 15, 2000, as amended, among KMC Telecom LLC, a Delaware limited liability company (f/k/a KMC Telecom Inc., a Delaware corporation) ("KMC"), KMC Telecom II LLC, a Delaware limited liability company (f/k/a KMC Telecom II, Inc., a Delaware corporation) ("KMC II"), KMC Telecom III LLC, a Delaware limited liability company (f/k/a KMC Telecom III, Inc., a Delaware corporation) ("KMC III"), KMC Telecom of Virginia, Inc., a Virginia public service company ("KMC Virginia"), KMC Telecom Leasing I LLC, a Delaware limited liability company ("Leasing I"), KMC Telecom Leasing II LLC, a Delaware limited liability company ("Leasing II"), KMC Telecom Leasing III LLC, a Delaware limited liability company ("Leasing III"), KMC Telecom.com, Inc., a Delaware corporation ("Telecom.com"), KMC III Services LLC, a Delaware limited liability company ("Services"; KMC, KMC II, KMC III, KMC Virginia, Leasing I , Leasing II, Leasing III, Telecom.com and Services being hereinafter collectively referred to as the "Borrowers"), the "Lenders" party thereto (the "Lenders"),

TRADEMARK
REEL: 002807 FRAME: 0607

Wachovia Bank, National Association (f/k/a First Union National Bank), as administrative agent for the Lenders (the "Agent") and CIT Lending Services Corporation (f/k/a Newcourt Commercial Finance Corporation) ("CIT"), as Collateral Agent for the Lenders (the "Loan Agreement"), CIT tendered its resignation as Collateral Agent under the Loan Agreement, effective upon the earlier of (i) the appointment of a successor Collateral Agent pursuant to Section 10.06 of the Loan Agreement or (ii) April 30, 2003. Pursuant to its letter dated April 30, 2003, CIT extended the effective date of its resignation until the earlier of (i) the appointment of a successor Collateral Agent pursuant to Section 10.06 of the Loan Agreement or (ii) May 21, 2003.

PLEASE TAKE FURTHER NOTICE that, pursuant to Section 10.06 of the Loan Agreement, the undersigned Lenders, constituting Requisite Lenders, do hereby appoint General Electric Capital Corporation as Collateral Agent under the Loan Agreement, and General Electric Capital Corporation accepts such appointment, effective upon the signing of this letter by the Requisite Lenders and the Borrowers.

This letter may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page by facsimile transmission shall be as effective as delivery of a manually executed counterpart. Any capitalized terms used herein and not expressly defined shall have the meanings ascribed to them in the Loan Agreement.

Respectfully yours,

THE LENDERS:

LT HOLDCO II LLC, as a Lender
By: SFG XVI, INC., its Manager

By: KMC
Name: Kevin M. Curti-
Title: Vice President

TRADEMARK
REEL: 002807 FRAME: 0608

WACHOVIA BANK, NATIONAL ASSOCIATION (f/k/a FIRST UNION NATIONAL BANK), as a Lender

By: G.C. Ullrich

Name: G.C. Ullrich
Title: Managing Director

CIT LENDING SERVICES CORPORATION (f/k/a NEWCOURT COMMERCIAL FINANCE CORPORATION), as a Lender

By:_____
Name:
Title:

CANADIAN IMPERIAL BANK OF COMMERCE, as a Lender

By:_____
Name:
Title:

GENERAL ELECTRIC CAPITAL CORPORATION, as a Lender

By:_____
Name:
Title:

WACHOVIA BANK, NATIONAL ASSOCIATION (f/k/a FIRST UNION NATIONAL BANK), as a Lender

By:_____

Name:
Title:

CIT LENDING SERVICES CORPORATION (f/k/a NEWCOURT COMMERCIAL FINANCE CORPORATION), as a Lender

By:_____
Name: M. De Fabrizio
Title: V.P.

CANADIAN IMPERIAL BANK OF COMMERCE, as a Lender

By:_____
Name:
Title:

GENERAL ELECTRIC CAPITAL CORPORATION, as a Lender

By:_____
Name:
Title:

TRADEMARK
REEL: 002807 FRAME: 0610

WACHOVIA BANK, NATIONAL ASSOCIATION (f/k/a FIRST UNION NATIONAL BANK), as a Lender

By:_____

Name:
Title:

CIT LENDING SERVICES CORPORATION (f/k/a NEWCOURT COMMERCIAL FINANCE CORPORATION), as a Lender

By:_____
Name:
Title:

CANADIAN IMPERIAL BANK OF COMMERCE, as a Lender

By:_____
Name:
Title:

GENERAL ELECTRIC CAPITAL CORPORATION, as a Lender

By: Molly S. Ferguson
Name: Molly S. Ferguson
Title: Manager, Operations

TRADEMARK
REEL: 002807 FRAME: 0611

CREDIT SUISSE FIRST BOSTON, as a Lender

By:_____
Name:
Title:

DRESDNER BANK AG NEW YORK AND GRAND CAYMAN BRANCHES, as a Lender

By:_____
Name: JAMES M. GALLAGHER
Title: DIRECTOR

By:_____
Name: Brian Smith
Title: Director

GE CAPITAL CFE, INC., as a Lender

By:_____
Name:
Title:

MORGAN STANLEY SENIOR FUNDING, INC., as a Lender

By:_____
Name:
Title:

MORGAN STANLEY PRIME INCOME TRUST, as a Lender

By:_____
Name:
Title:

TRADEMARK
REEL: 002807 FRAME: 0612

CREDIT SUISSE FIRST BOSTON, as a Lender

By:_____
Name:
Title:

DRESDNER BANK AG NEW YORK AND GRAND CAYMAN BRANCHES, as a Lender

By:_____
Name:
Title:

By:_____
Name:
Title:

GE CAPITAL CFE, INC., as a Lender

By: Molly S. Ferguson
Name: Molly S. Ferguson
Title: Vice President

MORGAN STANLEY SENIOR FUNDING, INC., as a Lender

By:_____
Name:
Title:

MORGAN STANLEY PRIME INCOME TRUST, as a Lender

By:_____
Name:
Title:

TRADEMARK
REEL: 002807 FRAME: 0613

CREDIT SUISSE FIRST BOSTON, as a Lender

By:_____
Name:
Title:

DRESDNER BANK AG NEW YORK AND
GRAND CAYMAN BRANCHES, as a Lender

By:_____
Name:
Title:

By:_____
Name:
Title:

GE CAPITAL CFE, INC., as a Lender

By:_____
Name:
Title:

MORGAN STANLEY SENIOR FUNDING, INC.,
as a Lender

By: Mark D. Cross
Name: Mark D. Cross
Title: Vice President

MORGAN STANLEY PRIME INCOME TRUST,
as a Lender

By:_____
Name:
Title:

TRADEMARK
REEL: 002807 FRAME: 0614

UNION BANK OF CALIFORNIA, N.A., as a Lender

By:_____
Name:
Title:

COPPER BEECH HOLDINGS LLC, as a Lender

By:_____
Name: John J. Ryan
Title: Vice President

REPULSE BAY CAPITAL LLC, as a Lender

By:_____
Name: John J. Ryan
Title: Vice President

Accepted and Approved as of the date hereof:

KMC TELECOM LLC (f/k/a KMC TELECOM INC.)
KMC TELECOM II LLC (f/k/a KMC TELECOM II, INC.)
KMC TELECOM III LLC (f/k/a KMC TELECOM III, INC.)
KMC TELECOM OF VIRGINIA, INC.
KMC TELECOM.COM, INC.

In each case:

By:_____
Name: Constance Loosemore
Title: Vice President, Treasurer

TRADEMARK
REEL: 002807 FRAME: 0615

UNION BANK OF CALIFORNIA, N.A., as a Lender

By:_____
Name:
Title:

COPPER BEECH HOLDINGS LLC, as a Lender

By:_____
Name:
Title:

REPULSE BAY CAPITAL LLC, as a Lender

By:_____
Name:
Title:

Accepted and Approved as of the date hereof:

KMC TELECOM LLC (f/k/a KMC TELECOM INC.)
KMC TELECOM II LLC (f/k/a KMC TELECOM II, INC.)
KMC TELECOM III LLC (f/k/a KMC TELECOM III, INC.)
KMC TELECOM OF VIRGINIA, INC.
KMC TELECOM.COM, INC.

In each case:

By:_____
Name: Constance Loosemore
Title: Vice President, Treasurer

TRADEMARK
REEL: 002807 FRAME: 0616

KMC TELECOM LEASING I LLC
By: KMC TELECOM INC., as its Sole Member

By: _____
Name: Constance Loosemore
Title: Vice President, Treasurer

KMC TELECOM LEASING II LLC
By: KMC TELECOM II, INC., as its Sole Member

By: _____
Name: Constance Loosemore
Title: Vice President, Treasurer

KMC TELECOM LEASING III LLC
KMC III SERVICES LLC

In each case:
By: KMC TELECOM III, INC., as Sole Member

By: _____
Name: Constance Loosemore
Title: Vice President, Treasurer

Received May 20 06:38PM (02:24) on Sidley & A line [0] for 'AFALVEY' WORKSRV3 printed OPE3ECA7683544A on May 21 09:16AM 2003 * P
MAY-20-2003 19:05 FINANCE 9087198775 P.08/10

KMC TELECOM HOLDINGS, INC.
KMC TELECOM FINANCING, INC.
KMC TELECOM IV HOLDINGS, INC.
KMC TELECOM IV, INC.
KMC TELECOM IV OF VIRGINIA, INC.

In each case:

By: _____
Name: Constance Loosemore
Title: Vice President, Treasurer

KMC I SERVICES LLC
By: KMC Telecom, Inc., as its Sole Member

By: _____
Name: Constance Loosemore
Title: Vice President, Treasurer

KMC II SERVICES LLC
By: KMC Telecom II, Inc., as its Sole Member

By: _____
Name: Constance Loosemore
Title: Vice President, Treasurer

KMC DATA HOLDCO LLC
By: KMC Telecom Holdings, Inc., as its Sole Member

By: _____
Name: Constance Loosemore
Title: Vice President, Treasurer

Received May 20 06:38PM (02:24) on Sidley & A line [0] for 'AFALVEY' WORKSRV3 printed 0PE3ECA7683544A on May 21 09:16AM 2003 * P
MAY-20-2003 19:06 FINANCE 9087198775 P.09/10

KMC FINANCIAL SERVICES LLC
By: KMC Telecom III, Inc., as its Sole Member

By:_____
Name: Constance Loosemore
Title: Vice President, Treasurer

KMC IV SERVICES LLC
KMC TELECOM LEASING IV LLC

In each case:

By: KMC Telecom IV, Inc., as its Sole Member

By:_____
Name: Constance Loosemore
Title: Vice President, Treasurer

cc: By Federal Express or Hand Delivery only:

Alan Epstein, Esq.
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, NY 10019

Anne Falvey, Esq.
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, NY 10019

George Pitts, Esq.
Dickstein Shapiro Morin & Oshinsky LLP
2101 L Street N.W.
Washington, DC 20037-1526

Nick DeFabrizio, Esq.
CIT Lending Services Corporation
1 CIT Drive
Livingston, NJ 07039

Sal Santoro, Esq.
General Electric Capital Corporation
120 Long Ridge Road
Stamford, CT 06927

Mark Thompson, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

Richard Douglas, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

Schedule 6

Copyrights and Copyright Licenses; Patents and Patent Licenses

None

Trademarks and Trademark Licenses

KMC TELECOM LLC

See attached.

TRADEMARK
REEL: 002807 FRAME: 0621

SCHEDULE 6

Country	Mark	App. #	App. Dt	Reg. #	Reg. Dt	Status
United States	CLEAR XCHANGE	75/773,591	8/12/1999	2,632,267	10/ 8/2002	Registered
United States	CLEARCONFERENCE	75/704,985	5/13/1999	2,448,496	5/ 1/2001	Registered
United States	CLEARHOME	76/132,083	9/20/2000	2,482,441	8/28/2001	Registered
United States	CLEARPOINT	75/736,126	6/21/1999	2,556,642	4/ 2/2002	Registered
United States	CLEARSTAR	75/500,378	6/11/1998	2,386,210	9/12/2000	Registered
United States	CLEARSTAR ADVANTAGE	75/595,203	11/25/1998	2,363,287	6/27/2000	Registered
United States	CLEARSTAR ADVANTAGE 1000	75/595,202	11/25/1998	2,443,187	4/10/2001	Registered
United States	CLEARTOUCH	75/500,377	6/11/1998	2,322,422	2/22/2000	Registered
United States	CLEARXPRESS	75/500,169	6/11/1998	2,322,420	2/22/2000	Registered
United States	CREATIVE SOLUTIONS WITH A HOMETOWN TOUCH	75/314,822	6/25/1997	2,327,104	3/ 7/2000	Registered
United States	FLEXABLE SOLUTIONS	75/314,576	6/25/1997	2,298,599	12/ 7/1999	Registered
United States	KMC TELECOM	75/193,716	11/ 5/1996	2,130,178	1/20/1998	Registered
United States	KMC TELECOM	75/801,835	9/20/1999	2,440,273	4/ 3/2001	Registered
United States	KMC TELECOM (Stylized)	75/314,823	6/25/1997	2,232,910	3/16/1999	Registered
United States	KMC ONLINE	76/022,522	4/10/2000			Pending
United States	SUITESERVICES	75/858,935	11/26/1999			Pending
United States	WHERE YOUR CALL DOES IT ALL	75/644,619	2/22/1999			Abandoned
United States	FAIR2U	75/500,168	6/11/1998	2,371,583	7/25/2000	Registered
United States	KMC PLATINUM	75/391,699	11/12/1997			Abandoned
United States	KMC GOLD	75/391,698	11/12/1997			Abandoned
United States	KMC SILVER	75/391,697	11/12/1997			Abandoned

TRADEMARK
REEL: 002807 FRAME: 0622
RECORDED: 08/22/2003