

FORM PTO-1594 (Modified)  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
Copyright 1994-97 LegalStar  
TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

23787/3

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**XO Communications, Inc.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies)       Yes  No

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

Name: **Mizuho Corporate Bank, Ltd.**

Internal Address: \_\_\_\_\_

Street Address: **1251 Avenue of the Americas**

City: **New York**                      State: **NY**      ZIP: **10020**

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

If assignee is not domiciled in the United States, a domestic designation is                       Yes       N  
(Designations must be a separate document from  
Additional name(s) & address(es)                       Yes       N

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: **06/23/2004**

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

A. Trademark Application No.(s)

Additional numbers                       Yes       No

B. Trademark Registration No.(s)

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

Name: **David D. Lowry, Esq. (Reg. No. 38,538)**

Internal Address: **Brown Rudnick Berlack Israels LLP**

Street Address: **One Financial Center**

**Box 1P**

City: **Boston**                      State: **MA**      ZIP: **02111**

6. Total number of applications and registrations involved:..... **36**

7. Total fee (37 CFR 3.41):.....\$ **\$915.00**

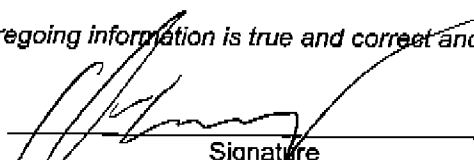
Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:

**50-0369**

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.*

**David D. Lowry, Esq. (Reg. No. 38,538)**                                            **June 29 2004**  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and **12**

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Recordation Services  
Director of the United States Patent and Trademark Office  
P.O. Box 1450, Alexandria, VA 22313-1450

CH \$915.00 600369 76493706

## Recordation Form Continuation Sheet 1

	Owner:	Mark:	Reg #:	Reg. Dt:	Serial #:	Filing Date:
1.		[semi-circle logo]	2201047	11/03/1998	75259414	03/03/1997
2.		INDEPENDENCE PLAN	2778435	10/28/2003	76364380	01/29/2002
3.		AIM			76493706	02/28/2003
4.		ALLEGIANCE COMMUNICATIONS			75354387	09/10/1997
5.		ALLEGIANCE SELECT	2766269	09/23/2003	76364381	01/29/2002
6.		ALLEGIANCE TELECOM	2578981	06/11/2002	75354388	09/10/1997
7.		ALLEGIANCETELECOM, INC.	2582583	06/18/2002	75488245	05/20/1998
8.		ALLEGIANCE TRUE BUSINESS			76506854	04/16/2003
9.		ARE YOU BANDWIDTH IMPAIRED?	2332557	03/21/2000	75688148	04/21/1999
10.		BUSINESSBACKUP			75929372	02/25/2000
11.		BUSINESSSPEED	2417216	01/02/2001	75777926	08/17/1999
12.		BUSINESSSPEED	2417217	01/02/2001	75777927	08/17/1999
13.		COAST TO COAST	2254529	06/15/1999	75030518	11/22/1995
14.		CONNECTNET	2092491	09/02/1997	74700943	07/14/1995
15.		CONNECTNET	2176085	07/28/1998	75168244	09/18/1996
16.		IMPOSSIBLY EASY	2435186	03/13/2001	75940938	03/10/2000
17.		INTERACCESS	2327714	03/14/2000	75410257	12/23/1997
18.		INTERNET@BUSINESSSPEED	2443930	04/17/2001	75777497	08/17/1999
19.		INTERNET@BUSINESSSPEED	2481456	08/28/2001	75777950	08/17/1999
20.		IT COULDN'T BE SIMPLER.	2188295	09/08/1998	75167179	09/05/1996

## Recordation Form Continuation Sheet 2

21.	JUMP	2439114	03/27/2001		
22.	JUMP POINT	2305617	01/04/2000	75510726	06/30/1998
23.	JUMP.NET	2328796	03/14/2000	75619743	01/11/1999
24.	KIVEX	2041712	03/04/1997	74724600	09/05/1995
25.	KIVEX BRONZE	2041713	03/04/1997	74724601	09/05/1995
26.	KIVEX GOLD	2041709	03/04/1997	74724517	09/05/1995
27.	KIVEX PLATINUM	2041710	03/04/1997	74724518	09/05/1995
28.	KIVEX SILVER	2041711	03/04/1997	74724519	09/05/1995
29.	MXP	2533341	01/29/2002	75777863	08/17/1999
30.	NATIONAL LOCAL EXCHANGE CARRIER			76521895	06/11/2003
31.	NLEC			76521894	06/12/2003
32.	SUPERT	2418311	01/02/2001	75657311	03/12/1999
33.	THE NEW WAY FOR BUSINESS TO CONNECT	2358268	06/13/2000	75434707	02/17/1998
34.	TRUE BUSINESS			76506853	04/16/2003
35.	WEB GOLD	2287182	10/19/1999	75410260	12/23/1997
36.	WEB PLATINUM	2308366	01/18/2000	75410261	12/23/1997

**PLEDGE SUPPLEMENT**

This **PLEDGE SUPPLEMENT**, dated June 23, 2004, is delivered pursuant to the Amended and Restated Pledge and Security Agreement, dated as of January 16, 2003 (as it may be from time to time amended, restated, modified or supplemented, the "Security Agreement"), among XO Communications, Inc., the other Grantors named therein, and Mizuho Corporate Bank, Ltd., as administrative agent for the Lenders and the Lender Counterparties, in such capacity as agent, as the Secured Party. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Security Agreement.

Each undersigned Grantor hereby confirms the grant to the Secured Party set forth in the Security Agreement of, and does hereby grant to the Secured Party, a security interest in all of such Grantor's right, title and interest in and to all Collateral to secure the Secured Obligations, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located. Each undersigned Grantor represents and warrants that the attached Supplements to Schedules accurately and completely set forth all additional information required pursuant to the Security Agreement and hereby agrees that such Supplements to Schedules shall constitute part of the Schedules to the Security Agreement.

**[SIGNATURE PAGE FOLLOWS]**

**[SIGNATURE PAGE TO FLEDGE SUPPLEMENT]**

**IN WITNESS WHEREOF**, each of the undersigned Grantors has caused this Pledge Supplement to be duly executed and delivered by its duly authorized officer as of June 23, 2004.

**GRANTORS:**

ADGRAFIX CORPORATION  
ALGX BUSINESS INTERNET, INC.  
ALLEGIANCE TELECOM INTERNATIONAL, INC.  
ALLEGIANCE TELECOM OF ARIZONA, INC.  
ALLEGIANCE TELECOM OF CALIFORNIA, INC.  
ALLEGIANCE TELECOM OF COLORADO, INC.  
ALLEGIANCE TELECOM OF FLORIDA, INC.  
ALLEGIANCE TELECOM OF GEORGIA, INC.  
ALLEGIANCE TELECOM OF ILLINOIS, INC.  
ALLEGIANCE TELECOM OF INDIANA, INC.  
ALLEGIANCE TELECOM OF MARYLAND, INC.  
ALLEGIANCE TELECOM OF MASSACHUSETTS, INC.  
ALLEGIANCE TELECOM OF MICHIGAN, INC.  
ALLEGIANCE TELECOM OF MINNESOTA, INC.  
ALLEGIANCE TELECOM OF MISSOURI, INC.  
ALLEGIANCE TELECOM OF NEVADA, INC.  
ALLEGIANCE TELECOM OF NEW JERSEY, INC.  
ALLEGIANCE TELECOM OF NEW YORK, INC.  
ALLEGIANCE TELECOM OF NORTH CAROLINA, INC.  
ALLEGIANCE TELECOM OF OHIO, INC.  
ALLEGIANCE TELECOM OF OKLAHOMA, INC.  
ALLEGIANCE TELECOM OF OREGON, INC.  
ALLEGIANCE TELECOM OF PENNSYLVANIA, INC.  
ALLEGIANCE TELECOM OF TEXAS, INC.  
ALLEGIANCE TELECOM OF THE DISTRICT OF  
COLUMBIA, INC.  
ALLEGIANCE TELECOM OF VIRGINIA, INC.  
ALLEGIANCE TELECOM OF WASHINGTON, INC.  
ALLEGIANCE TELECOM OF WISCONSIN, INC.  
ALLEGIANCE TELECOM PURCHASING COMPANY  
ALLEGIANCE TELECOM SERVICE CORPORATION  
COAST TO COAST TELECOMMUNICATIONS, INC.  
XO COMMUNICATIONS, INC.  
XO INTERNET, INC.  
XO TRANSACTION SUB, INC.  
INTERACCESS TELECOMMUNICATIONS CO.  
RUMP.NET, INC.  
VIRTUALIS SYSTEMS, INC.

By: 

Name: William Garrahan

Title: Acting Chief Financial Officer & Senior Vice President  
of Corporate Development & Strategic Planning

**SUPPLEMENT TO SCHEDULE 4.1  
TO AMENDED AND RESTATED PLEDGE AND SECURITY AGREEMENT<sup>1</sup>**

**Additional Information:**

1. Full Legal Name, Type of Organization, Jurisdiction of Organization, Chief Executive Office/Sole Place of Business (or Residence if Grantor is a Natural Person) and Organizational Identification Number of each Grantor:

Adgrafix Corporation	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3363062
ALGX Business Internet, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3458254
Allegiance Telecom International, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2799702
Allegiance Telecom of Arizona, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3075657
Allegiance Telecom of California, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2799710
Allegiance Telecom of Colorado, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2972940
Allegiance Telecom of Florida, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2902289

<sup>1</sup> This Schedule shall be completed pursuant to and in accordance with that certain Post-Closing Letter dated June 22, 2004. Information (if any) that is currently set forth on this Schedule is based upon information that was known by the preparer at the time when this Schedule was prepared. This Agreement shall be effective as of the date hereof notwithstanding the fact that this Schedule may be incomplete or may change after the date hereof in accordance with the Post-Closing Letter.

Allegiance Telecom of Georgia, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2799706
Allegiance Telecom of Illinois, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2799708
Allegiance Telecom of Indiana, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3182450
Allegiance Telecom of Maryland, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2853552
Allegiance Telecom of Massachusetts, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2853561
Allegiance Telecom of Michigan, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2902288
Allegiance Telecom of Minnesota, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3175270
Allegiance Telecom of Missouri, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3042586
Allegiance Telecom of Nevada, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3293085
Allegiance Telecom of New Jersey, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2799853
Allegiance Telecom of New York, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2799851
Allegiance Telecom of North Carolina, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3182449
Allegiance Telecom of Ohio, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3042583
Allegiance Telecom of Oklahoma, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3293087
Allegiance Telecom Of Oregon, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	3203680
Allegiance Telecom of Pennsylvania, Inc.	Corporation	Delaware	11111 Sunset Hills Road Reston, VA 20190	2902283

Allegiance Telecom of Texas, Inc.	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	2783991
Allegiance Telecom of The District of Columbia, Inc.	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	2853556
Allegiance Telecom of Virginia, Inc.	Corporation	Virginia	1111 Sunset Hills Road Reston, VA 20190	0497676
Allegiance Telecom of Washington, Inc.	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	2902286
Allegiance Telecom of Wisconsin, Inc.	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	3203684
Allegiance Telecom Purchasing Company	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	3395341
Allegiance Telecom Service Corporation	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	2830078
Coast to Coast Telecommunications, Inc.	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	3194175
XO Communications, Inc.	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	3153516
XO Internet, Inc.	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	2912927
XO Transaction Sub, Inc.	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	3356614
InterAccess Telecommunications Co.	Corporation	Illinois	1111 Sunset Hills Road Reston, VA 20190	59817744
Jump.Net, Inc.	Corporation	Delaware	1111 Sunset Hills Road Reston, VA 20190	3310421
Virtualis Systems, Inc.	Corporation	California	1111 Sunset Hills Road Reston, VA 20190	02027681



**SUPPLEMENT TO SCHEDULE 4.7  
TO AMENDED AND RESTATED PLEDGE AND SECURITY AGREEMENT<sup>6</sup>**

**INTELLECTUAL PROPERTY**

- (1) **Copyrights: Listed below.**
- (2) **Copyright Licenses: None.**
- (3) **Patents: None.**
- (4) **Patent Licenses: None.**
- (5) **Trademarks, Service Marks, And Applications For Trademarks Or Service Marks:  
Listed below.**
- (6) **Trademark Licenses: None.**
- (7) **Trade Secret Licenses: None.**
- (8) **Intellectual Property Matters: None.**
- (9) **Domain Names: To be listed below.**

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<sup>6</sup> This Schedule shall be completed pursuant to and in accordance with that certain Post-Closing Letter dated June 22, 2004. Information (if any) that is currently set forth on this Schedule is based upon information that was known by the preparer at the time when this Schedule was prepared. This Agreement shall be effective as of the date hereof notwithstanding the fact that this Schedule may be incomplete or may change after the date hereof in accordance with the Post-Closing Letter.

**TRADEMARKS, SERVICE MARKS, AND  
APPLICATIONS FOR TRADEMARKS OR SERVICE MARKS**

	<b>Owner:</b>	<b>Mark:</b>	<b>Reg #:</b>	<b>Reg. Dt:</b>	<b>Serial #:</b>	<b>Filing Date:</b>
1.		[semi-circle logo]	2201047	11/03/1998	75259414	03/03/1997
2.		INDEPENDENCE PLAN	2778435	10/28/2003	76364380	01/29/2002
3.		AIM			76493706	02/28/2003
4.		ALLEGIANCE COMMUNICATIONS			75354387	09/10/1997
5.		ALLEGIANCE SELECT	2766269	09/23/2003	76364381	01/29/2002
6.		ALLEGIANCE TELECOM	2578981	06/11/2002	75354388	09/10/1997
7.		ALLEGIANCE TELECOM, INC.	2582583	06/18/2002	75488245	05/20/1998
8.		ALLEGIANCE TRUE BUSINESS			76506854	04/16/2003
9.		ARE YOU BANDWIDTH IMPAIRED?	2332557	03/21/2000	75688148	04/21/1999
10.		BUSINESSBACKUP			75929372	02/25/2000
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12.		BUSINESSSPEED	2417217	01/02/2001	75777927	08/17/1999
13.		COAST TO COAST	2254529	06/15/1999	75030518	11/22/1995
14.		CONNECTNET	2092491	09/02/1997	74700943	07/14/1995
15.		CONNECTNET	2176085	07/28/1998	75168244	09/18/1996
16.		IMPOSSIBLY EASY	2435186	03/13/2001	75940938	03/10/2000
17.		INTERACCESS	2327714	03/14/2000	75410257	12/23/1997
18.		INTERNET@BUSINESSSPEED	2443930	04/17/2001	75777497	08/17/1999
19.		INTERNET@BUSINESSSPEED	2481456	08/28/2001	75777950	08/17/1999
20.		IT COULDN'T BE SIMPLER.	2188295	09/08/1998	75167179	09/05/1996

21.	JUMP	2439114	03/27/2001		
22.	JUMP POINT	2305617	01/04/2000	75510726	06/30/1998
23.	JUMP.NET	2328796	03/14/2000	75619743	01/11/1999
24.	KIVEX	2041712	03/04/1997	74724600	09/05/1995
25.	KIVEX BRONZE	2041713	03/04/1997	74724601	09/05/1995
26.	KIVEX GOLD	2041709	03/04/1997	74724517	09/05/1995
27.	KIVEX PLATINUM	2041710	03/04/1997	74724518	09/05/1995
28.	KIVEX SILVER	2041711	03/04/1997	74724519	09/05/1995
29.	MXP	2533341	01/29/2002	75777863	08/17/1999
30.	NATIONAL LOCAL EXCHANGE CARRIER			76521895	06/11/2003
31.	NLEC			76521894	06/12/2003
32.	SUPERT	2418311	01/02/2001	75657311	03/12/1999
33.	THE NEW WAY FOR BUSINESS TO CONNECT	2358268	06/13/2000	75434707	02/17/1998
34.	TRUE BUSINESS			76506853	04/16/2003
35.	WEB GOLD	2287182	10/19/1999	75410260	12/23/1997
36.	WEB PLATINUM	2308366	01/18/2000	75410261	12/23/1997

**COPYRIGHTS**

1.	Registration Number:	TXu-753-429
	Title:	The XDNS database.
	Owner:	
	Description:	Computer program.
	Note:	Printout only deposited.

<b>Claimant:</b>	[Author and claimant] InterAccess Company
<b>Created:</b>	1996
<b>Registered:</b>	19Aug96
<b>Title on © Application:</b>	XDNS.
<b>Special Codes:</b>	1/C

<b>2. Registration Number:</b>	VAu-485-590
<b>Title:</b>	Jump.Net.
<b>Owner:</b>	
<b>Description:</b>	Computer graphic.
<b>Note:</b>	Web site.
<b>Claimant:</b>	[Author and claimant] Jump.Net
<b>Created:</b>	1999
<b>Registered:</b>	22Feb00
<b>Special Codes:</b>	5/S

<b>3. Registration Number:</b>	VAu-486-687
<b>Title:</b>	Suffering bandwidth envy?
<b>Owner:</b>	
<b>Description:</b>	Commercial print.
<b>Claimant:</b>	[Author and claimant] Jump.Net
<b>Created:</b>	1999
<b>Registered:</b>	22Feb00
<b>Special Codes:</b>	5/S