

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Level 3 Communications, LLC		10/29/2004	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA	
Name:	Level 3 Communications, Inc.
Street Address:	1025 Eldorado Boulevard
City:	Broomfield
State/Country:	COLORADO
Postal Code:	80021
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2237047	GENUITY
Registration Number:	2491138	VPN ADVANTAGE

CORRESPONDENCE DATA	
Fax Number:	(303)607-3600
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	3036073500
Email:	trademarkdnvr@faegre.com
Correspondent Name:	Adam Lindquist Scoville
Address Line 1:	1700 Lincoln Street
Address Line 2:	3200 Wells Fargo Center
Address Line 4:	Denver, COLORADO 80203-4532

ATTORNEY DOCKET NUMBER:	74120 302176
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NAME OF SUBMITTER:	Adam Lindquist Scoville
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Total Attachments: 12  
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## ASSIGNMENT OF COPYRIGHTS, TRADEMARKS AND DOMAIN NAMES

This is an Assignment from Level 3 Communications, LLC, a Delaware limited liability company having a principal place of business at 1025 Eldorado Boulevard, Broomfield, Colorado 80021, (hereinafter, "ASSIGNOR"), to Level 3 Communications, Inc., a Delaware corporation having a principal place of business at 1025 Eldorado Boulevard, Broomfield, Colorado 80021 ("ASSIGNEE") and is effective as of February 4, 2003.

WHEREAS, by virtue of a certain "Assignment of Copyrights, Trademarks and Domain Names" dated February 4, 2003 (hereinafter "the Genuity Assignment"), ASSIGNOR owns various Copyrights, Trademark rights and Domain Name rights further referenced below; and

WHEREAS, the parties desire that ASSIGNEE own ASSIGNOR'S entire right, title and interest in and to all the Copyrights, Trademark rights and Domain Name rights of ASSIGNOR that were transferred to ASSIGNOR pursuant to the Genuity Assignment.

NOW, THEREFORE:

1. Assignment

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to any rights and licenses granted to third parties on or before the effective date hereof, ASSIGNOR hereby assigns unto ASSIGNEE all of its right, title and interest in and to the following:

(i) All trademarks, service marks, trade dress, logos, trade names, and corporate names that were transferred to ASSIGNOR pursuant to the Genuity Assignment ("Trademarks"), registered or unregistered, together with all translations, adaptations, derivations, and combinations thereof, and any and all trademark applications therefor in any and all countries, together with the goodwill of the business symbolized by said Trademarks and trademark applications, including any and all past and present rights and powers, statutory and common law, which have accrued or may accrue to ASSIGNOR of any and all kind or nature appertaining to said Trademarks, except for the Trademarks listed in Schedule A,

(ii) All copyrightable works that were transferred to ASSIGNOR pursuant to the Genuity Assignment ("Copyrights"), registered or unregistered, together with all translations, adaptations, derivations, and combinations thereof, and any and all copyright registrations therefor in any and all countries, including any and all past and present rights and powers, statutory and common law, which have accrued or may accrue to ASSIGNOR of any and all kind or nature appertaining to said Copyrights,

(iii) Any and all domain name registrations, domain name rights for domain names that relate to, include, or incorporate any of the Trademarks, web sites and ASSIGNOR'S rights therein that were transferred to ASSIGNOR pursuant to the Genuity Assignment ("Domain Names"), and

(iv) The Trademarks and Domain Names include, but are not limited to,

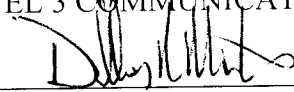
those referred to in Schedules B-E that were transferred to ASSIGNOR pursuant to the Genuity Assignment,

all of the foregoing to be held and enjoyed by ASSIGNEE and for the use and benefit of its successors and assigns as fully and entirely as the same would have been held by ASSIGNOR had such assignment and sale not been made.

2. Acceptance by ASSIGNEE

ASSIGNEE hereby accepts this ASSIGNMENT OF COPYRIGHTS, TRADEMARKS AND DOMAIN NAMES from ASSIGNOR, assigning from ASSIGNOR to ASSIGNEE their rights to all Copyrights, Trademarks and Domain Names worldwide that were transferred to ASSIGNOR pursuant to the Genuity Assignment.

LEVEL 3 COMMUNICATIONS, LLC

By: 

Date: 10/29/04

Name: Dallas R. Martin

Title: Vice President, Legal

LEVEL 3 COMMUNICATIONS, INC.

By: 

Date: 10/29/04

Name: Thomas C. Sobottz

Title: Exec. Vice President / Chief Legal Officer

DNVR1:60282184.02

**Schedule A**  
**Excluded Trademarks**

GENUITY:

Serial No. 76/014769, Classes 9,37,28,42

GENUITY and Design:

Serial No, 76/014829, Classes 9,37,38,42

**Schedule B**  
**US Trademarks - Pending or Registered**

BIZCONNECT:

Serial No. 75/778014, Reg. No. 2466515, Class 38

BLACK ROCKET:

Serial No. 76/122806, Classes 38,42

Black Rocket Design:

Serial No. 76/135219, Classes 38,42

DIALINX:

Serial No. 75/265694, Reg. No. 2137432, Class 38

GENUITY:

Serial No. 75/081054, Reg. No. 2237047, Class 38

GENUITY and Design:

Serial No. 75/098995, Reg. No. 2237069, Classes 38,42

GENUITY CHAMPIONSHIP and Design:

Serial No. 76/162814, Reg. No. 2589767, Class 41

HOPSCOTCH:

Serial No. 76/209713, Reg. No. 2534362, Class 42

MISSION PLANNING:

Serial No. 76/201633, Class 42

SECURE BIZCONNECT:

Serial No. 76/024199, Class 38

SITE PATROL:

Serial No. 76/195693, Class 38

VIRTUAL LAST LINE:

Serial No. 76/024161, Classes 38,39

VPN ADVANTAGE:

Serial No. 75/594353, Reg. No. 2491138, Class 38

WE GET THE INTERNET WORKING FOR YOU:

Serial No. 75/051935, Reg. No. 2135228, Class 42

Serial No. 75/051934, Reg. No. 2164998, Class 42

**Schedule C**  
**Foreign Registered and Pending Trademark Applications**

**Black Rocket:**

Argentina: Serial No. 2321142 Class 38  
Australia: Serial No. 860910 Reg. No. 860910 Class 38,42  
Brazil: Serial No. 823562522 Class 38  
Canada: Serial No. 1086451 Classes 38,42  
EU: Serial No. 2002103 Reg. No. 2002103 Classes 9,38,42  
Hong Kong: 200027135 Class 38  
Japan: Serial No. 20019560 Classes 38,42  
Mexico: Serial No. 466148 Reg. No. 720690 Class 38  
Singapore: Serial No. T0021651B Class 38  
Switzerland: Serial No. 23332001 Reg. No. 490529 Classes 38,42

**Black Rocket Design:**

Argentina: Serial No. 2321144 Class 38  
Australia: Serial No. 860909 Reg. No. 860909 Classes 38,42  
Brazil: Serial No. 823562514 Class 38  
Canada: Serial No. 1086450 Classes 38,42  
EU: Serial No. 2002194 Reg. No. 2002194 Classes 9,38,42  
Hong Kong: Serial No. 200027134 Class 38  
Japan: Serial No. 20019561 Class 38,42  
Mexico: Serial No. 466150 Reg. No. 720691 Class 38  
Norway: Serial No. 200107612 Reg. No. 212086 Classes 38,42  
Singapore: Serial No. 0021649J Class 38  
Switzerland: Serial No. 23342001 Reg. No. 790530 Classes 38,42

**DIALINX:**

Australia: Serial No. 744960 Reg. No. 74460 Class 38  
Canada: Serial No. 857226 (?) Reg. No. 536139 Class N/A  
EU: Serial No. 640482 Reg. No. 640482 Classes 9,38,42

**GENUITY:**

Argentina: Serial No. 2280974 Class 38  
Australia: Serial No. 830911 Reg. No. 830911 Classes 9,37, 38,42  
Bahamas: Serial No. 23479 Class 8  
Serial No. 23480 Class 39  
Brazil: Serial No. 822780453 Class 38  
Canada: Serial No. 1053989 Classes 9,37, 38,42  
Chile: Serial No. 487034 Reg. No. 584048 Class 9  
Serial No. 487035 REg. No. 584047 Classes 37,38,42  
China: Serial No. 2000050075 Reg. No. 1643724 Class 37  
Serial No. 2000050077 Reg. No. 1727609 Class 42  
Serial No. 2000050074 Reg. No. 1594464 Class 9  
Serial No. 2000050076 Class 38

Columbia: Serial No. 26848 Reg. No. 241747 Class 38  
 Costa Rica: Serial No. 2001959 Classes 9,37,38,42  
 Serial No. 2001960 Class 37  
 Czech Rep.: Serial No. 154321 Reg. No. 233808 Classes 9,37,38,42  
 Dom. Rep.: Serial No. 28109 Reg. No. 115860 Class 20  
 Serial No. 28110 Reg. No. 114893 Class 42  
 Ecuador: Serial No. 1041092000 Reg. No. 28472000 Class 42  
 Serial No. 1041112000 Reg. No. 1017101 Class 9  
 Serial No. 1041102000 Reg. No. 28482000 Class 37  
 Serial No. 1034422000 Reg. No. 313201 Class 38  
 Estonia: Serial No. M200001454 Reg. No. 35383 Classes 9,37,38,42  
 EU: Serial No. 1591015 Reg. No. 1591015 Classes 9,37,38,42  
 Fed. of Russia: Serial No. 200707918 Classes 9,37,38  
 Guatemala: Serial No. 200008419 Reg. No. 116142 Class 9  
 Serial No. 200008420 Reg. No. 116543 Class 37  
 Serial No. 200008421 Reg. No. 116141 Class 38  
 Serial No. 200008422 Reg. No. 116109 Class 42  
 Honduras: Serial No. 1409400 Reg. No. 85289 Class 9  
 Serial No. 1409300 Reg. No. 8618 Class 37  
 Serial No. 1409200 Reg. No. 8619 Class 38  
 Hong Kong: Serial No. 200007492 Reg. No. 109482001 Class 38  
 Serial No. 200007493 Reg. No. 109492001 Class 42  
 Serial No. 200007490 Reg. No. 109462001 Class 9  
 Serial No. 200007491 Reg. No. 109472001 Class 37  
 Hungary: Serial No. M0002003 Reg. No. 169158 Classes 9, 37, 38, 42  
 Indonesia: Serial No. D0010896 Reg. No. 477818 Class 9  
 Serial No. J0010897 Reg. No. 477819 Class 37  
 Serial No. J0010898 Reg. No. 477820 Class 38  
 Serial No. J0010899 Reg. No. 477821 Class 42  
 Israel: Serial No. 142430 Reg. No. 142430 Class 9  
 Serial No. 142431 Reg. No. 142431 Class 37  
 Serial No. 142432 Reg. No. 142432 Class 38  
 Serial No. 142433 Reg. No. 14233 Class 42  
 Japan: Serial No. 200056612 Reg. No. 4511448 Classes 9, 37, 38,42  
 Kuwait: Serial No. 51642 Class 38  
 Latvia: Serial No. M00 1382 Reg. No. M48403 Classes 9,37, 38, 42  
 Lithuania: Serial No. 20001796 Reg. No. 42767 Classes 9,37,38,39,42  
 Malaysia: Serial No. 200005058 Class 38  
 Mexico: Serial No. 427878 Reg. No. 659432 Class 9  
 Serial No. 427879 Reg. No. 659433 Class 37  
 Serial No. 427880 Reg. No. 659434 class 38  
 Serial No. 427881 Reg. No. 659435 Class 42  
 Morocco: Serial No. 74921 Reg. No. 74921 Classes 9,37,38,42  
 New Zealand: Serial No. 612139 Reg. No. 612139 Class 37  
 Serial No. 612138 Reg. No. 612138 Class 9  
 Serial No. 612140 Reg. No. 612140 Class 38  
 Serial No. 612141 Reg. No. 612141 Class 42  
 Nicaragua: Serial No. 200004521 Reg. No. 51804 Class 9  
 Serial No. 200004522 Reg. No. 51802 Class 37  
 Serial No. 200004523 Reg. No. 51801 Class 38  
 Serial No. 200004524 Reg. No. 51800 Class 42  
 Norway: Serial No. 200004135 Reg. No. 205660 Classes 9, 37,38,42



Panama: Serial No. 110347 Reg. No. 11334701 Class 9  
Serial No. 110348 Reg. No. 11034801 Class 37  
Serial No. 110349 Reg. No. 11034901 Class 38  
Serial No. 110350 Reg. No. 11035001 Class 42

Peru Serial No. 103881 Reg. No. 65454 Class 9  
Serial No. 103884 Reg. No. 22771 Class 42  
Serial No. 103882 Reg. No. 22460 Class 37  
Serial No. 103885 Reg. No. 22461 Class 38

Philippines: Serial No. 4200003245 Classes 9,37,38,42

Poland: Serial No. Z216893 Classes 9,37,38,42

Romania: Serial No. M200002243 Reg. No. 42299 Classes 9,37,38,42

Saudi Arabia: Serial No. 66856 Reg. No. 61585 Class 9  
Serial No. 66858 Reg. No. 61586 Class 38  
Serial No. 66859 Reg. No. 61587 Class 42

Singapore: Serial No. T0005690A Reg. No. R0006690A Class 38  
Serial No. T0006691Z Class 42  
Serial No. T0109624C Class 38

South Africa: Serial No. 20019129 Class 38

South Korea: Serial No. 41200010944 Reg. No. 71034 Class 38  
Serial No. 41200010943 Reg. No. 71033 Class 37  
Serial No. 41200010945 Reg. No. 71032 Class 42  
Serial No. 40200017958 Reg. No. 40510901 Class 9

Switzerland: Serial No. 46702000 Reg. No. 478591 Classes 9, 37,38,42

Taiwan: Serial No. 89018881 Reg. No. 147628 Class 42  
Serial No. 89018880 Reg. No. 141209 Class 38  
Serial No. 89018879 Reg. No. 153536 Class 37  
Serial No. 89018878 Reg. No. 947886 Class 9

Thailand: Serial No. 422529 Reg. No. 13282 Class 37  
Serial No. 422528 Reg. No. 140840 Class 9  
Serial No. 422531 Reg. No. 13644 Class 42  
Serial No. 422530 Reg. No. 13575 Class 38

United King.: Serial No. 2228295 Reg. No. 2228295 Class 9, 37,38,42

Uruguay: Serial No. 326321 Reg. No. 326321 Classes 9, 37, 38,42

Venezuela: Serial No. 960700 Reg. No. S16854 Class 38

Vietnam: Serial No. 20004465 Classes 9,37, 38,42

GENUITY and Design:

Canada: Serial No. 1128406 Classes 9,37,38,42  
EU: Serial No. 2534071 Classes 9,37, 38,42  
Norway: Serial No. 200200187 Classes 9, 37,38,42

PLANET:

Benelux: Serial No. 50700 Reg. No. 398370 Class 9  
Italy: Serial No. 444582 Reg. No. MI94C1761 Class 9

VPN ADVANTAGE:

Argentina: Serial No. 2220964 Reg. No. 1811765 Class 42  
Australia: Serial No. 795101 Class 42  
Brazil: Serial No. 821663445 Class 42  
Canada: Serial No. 1016554 Reg. No. 567819 Class N/A  
EU: Serial No. 1193069 Class 42

Japan: Serial No. 446461999 Reg. No. 4438393 Class 42  
Mexico: Serial No. 376490 Class 42

**Schedule D**  
**Additional Trademarks**

ANON2ANON: Serial No. 76024160 Class 38 - United States

**BLACK ROCKET**

Argentina: Serial No. 2321143 Class 42  
Brazil: Serial No. 823562530 Class 42  
Hong Kong: Serial No. 200027129 Class 42  
Singapore: Serial No. T0021652J Class 42

**Black Rocket Design:**

Argentina: Serial No. 2321145, Class 42  
Brazil: Serial No. 823562606 Class 42  
Hong Kong: Serial No. 200027128 Class 42  
Mexico: Serial No. 466151 Class 42  
Singapore: Serial No. T0021650D Class 42

COMMERCE RE@CH ADVANCED and Design: Serial No. 75/594509 - USA

COMMERCE RE@CH ESSENTIAL: Serial No. 75/594310 Class 35: USA

COMMERCE RE@CH START-UP and Design: Serial No. 75/594442 Class 35 - USA

**DO YOU WANT TO CHANGE THE WORLD:**

Argentina: Serial No. 2321138 Class 9  
Serial No. 2321139 Class 37  
Serial No. 2321140 Class 38  
Serial No. 2321141 Class 42  
Serial No. 860906 Classes 9,37,38, and 42  
Brazil: Serial No. 823547647 Class 9  
Serial No. 823547655 Class 37  
Serial No. 823547663 Class 38  
Serial No. 823547671 Class 42  
Canada: Serial No. 1086452 Classes 9, 37,38 and 42  
EU Serial No. 2002905 Classes 9,37,38 and 42  
Hong Kong: Serial No. 200027132 Class 9  
Serial No. 200027131 Class 37  
Serial No. 200027130 Class 38  
Serial No. 200027133 Class 42  
Japan Serial No. Serial No. 20019559 Classes 9,37,38 and 42  
Mexico: Serial No. 466144 Class 9  
Serial No. 766145 Class 37  
Serial No. 466146 Class 38  
Serial No. 466147 Class 42  
Singapore: Serial No. T0021653I Class 9  
Serial No. T0021654G Class 37

Serial No. T0021655E Class 38  
Serial No. T0021656C Class 42  
Switzerland: Serial No. 001962001 Classes 9,37,38 and 42  
USA: Serial No. 76/104365 Classes 9,37,38 and 42

ENTERPRISE ADVANTAGE: Serial No. 75/688548 Class 42 - USA

ENTERPRISE PERFORMANCE: Serial No. 75/719294 Class 42 - USA

GENUITY:

Argentina: Serial No. 2280972 Class 9  
Serial No. 2280975 Class 42  
Serial No. 2280973 Class 37  
Brazil: Serial No. 822780356 Class 9  
Serial No. 822780313 Class 37  
Serial No. 822780330 Class 42  
China: Serial No. 2000136441 Class 35  
Columbia: Serial No. 26846 Class 37  
Serial No. 26850 Class 9  
Serial No. 26849 Class 42  
Egypt: Serial No. 136839 Class 9  
Serial No. 136840 Class 37  
Serial No. 136841 Class 38  
Serial No. 136842 Class 42  
Honduras: Serial No. 1409100 Class 42  
India: Serial No. 919593 Class 9  
Kuwait: Serial No. 51640 Class 9  
Serial No. 51641 Class 37  
Serial No. 51643 Class 42  
Malaysia: Serial No. 200005056 Class 42  
Serial No. 200005057 Class 37  
Serial No. 200005059 Class 9  
Pakistan: Serial No. 166362 Class 9  
Serial No. 166824 Class 16  
Saudi Arabia: Serial No. 66857 Class 37  
Singapore: Serial No. T0006688Z Class 9  
Serial No. T0006689H Class 37  
South Africa: Serial No. 200019127 Class 9  
Serial No. 200019128 Class 37  
Serial No. 200019130 Class 42  
Turkey: Serial No. 2000007389 Classes 9,37,38 and 42  
Ukraine: Serial No. 2000094273T Classes 9,37,38 and 42  
Venezuela: Serial No. 960500 Class 9  
Serial No. 960600 Class 37  
Serial No. 960800 Class 42

GENUITY CONTENT ACCELERATOR: Serial No. 76/119841 Classes 38 & 42

GENUITY EUROPE

European Union: Serial No. N/A Classes 9,37,38 and 42

Norway: Serial No. 200200186 Classes 9,37,38 and 42

GENUITY MEDIA ACCELERATOR: Serial No. 76/121056 Class 38,42 - USA

GENUITY SITE ACCELERATOR: Serial No. 76/119843 Class 38, 42 - USA

GENUITY SITE CLUSTER: Serial No. 76/121055 Class 38,42 - USA

GENUITY SITE REPLICATOR: Serial No. 76/119842 Class 38, 42 - USA

GENUITY TRAFFIC DISTRIBUTOR: Serial No. 76/120153 Class 38,42 - USA

HOPSCOTCH and Design: Serial No. 75/388773 Class 9,42 - USA

INFRASTRUCTURE FOR THE INTERNET ECONOMY:

Serial No. 76/014202 Classes 9, 37, 38 an 42 – USA

INTEGRA: Serial No. 75/900856 Class 38 - USA

KEEPING YOU ONE STEP AHEAD OF THE INTERNET:

Serial No. 76/024155 Classes 38, 42 –USA

KNOWLEDGE RE@CH and Design: Serial No. 75/469883 Class 35 - USA

MAGMAPLUS; Serial No. 76/114851 Class 42 - USA

NET.ALLIANCE: Serial No. 1083310 Class 9,16, 38,42 - EU

WE'LL TAKE CARE OF THE E. YOU TAKE CARE OF THE BUSINESS:

Serial No. 75/834440 Class 42 - USA

ZAP Design:

European Union: Serial No. 2456895 Classes 35, 37, 38,41,42

Norway: Serial No. 200113214 Classes 35,37,38,41,42

Switzerland: Serial No. 107452001 Classes 35,37,38,41, 42

United States: Serial No. 76/336397 Classes 37 & 38

**Schedule E**  
**Domain Names**

genuity.com