



**Additional Conveying Parties**

CCL Historical, Inc., a corporation of Delaware

CoreComm-Voyager, Inc., a corporation of Delaware

Voyager Information Networks, Inc., a corporation of Delaware

CoreComm Services, LLC, a limited liability company of Delaware

**Additional Registration Nos.**

2,283,299  
2,202,673  
2,015,476  
1,976,409  
2,221,883  
2,591,020  
2,379,721  
2,379,720  
2,383,326  
2,379,719  
2,404,005  
2,412,316  
2,391,634  
2,426,382  
2,298,500  
2,306,369  
2,699,354  
2,348,169  
2,223,886  
2,272,837  
2,220,077  
1,546,767  
2,473,522  
2,471,565

**Additional Registration Nos.**

**2,471,564**

**2,632,371**

**2,253,941**

**2,337,624**

**2,439,852**

**2,451,615**

**TRADEMARK SECURITY AGREEMENT**

WHEREAS, Corecomm-ATX, Inc., CCL Historical, Inc., Corecomm-Voyager, Inc., Voyager Information Networks, Inc. and Corecomm Services, LLC, each a Delaware corporation, (herein referred to as "Grantor"), have adopted, used and are using the trademarks listed on the annexed Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to that certain Loan Agreement, dated as of April 22, 2005 (as amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and between ATX Communications, Inc. (the "Borrower") and LUK CLEC, LLC (the "Secured Party" or "Lender"), the Lender has agreed to make loans to the Borrower; and

WHEREAS, pursuant to that certain Security Agreement executed by Grantor in favor of Secured Party, dated as of April 22, 2005 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"; terms defined in the Security Agreement and not otherwise defined herein are used as defined in the Security Agreement), which was entered into in connection with the Loan Agreement, the Grantor has granted to Secured Party a security interest in, and lien on, all right, title and interest of Grantor in and to the Collateral (as such term is defined in the Security Agreement) including the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, to secure the payment, performance and observance of the Obligations (as such term is defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, and to further evidence the security interest granted to Secured Party pursuant to the Security Agreement, Grantor does hereby further grant unto Secured Party a continuing first priority security interest in, the Trademarks together with any and all goodwill, to secure the prompt payment, performance and observance of the Obligations.


Grantor does hereby further acknowledge and affirm that the (i) security interests granted hereby is in conjunction with, and not in limitation of, the security interests and liens granted to the Secured Party pursuant to the Security Agreement and (ii) rights and remedies of Secured Party with respect to the security interest on the Collateral made and 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.

Secured Party's address is:

LUK CLEC, LLC  
c/o Leucadia National Corporation  
Attn: Joe Orlando  
315 Park Avenue South  
New York, NY 10010

IN WITNESS WHEREOF, Grantor has caused this Assignment to be duly  
its officer thereunto duly authorized as of the 10<sup>th</sup> day of May, 2005.

Corecomm-ATX, Inc.  
CCL Historical, Inc.  
Corecomm-Voyager, Inc.  
Voyager Information Networks, Inc.  
Corecomm Services, LLC

By:   
Name: Stephen Marotta  
Title: Chief Restructuring Officer

STATE OF New York )  
COUNTY OF New York )

ss:

On this 10<sup>th</sup> day of May, 2005, before me personally appeared Stephen Marotta, to me known, who, being by me duly sworn, did depose and say that he/she resides at 11 Harold Terrace, Towaco, NJ 07082 and that he/she is Chief Restructuring Officer of Corecomm-ATX, Inc., CCL Historical, Inc., Corecomm-Voyager, Inc. Voyager Information Networks, Inc. and Corecomm Services LLC, the companies described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was affixed pursuant to authority of the Board of Directors of said corporation, and that he/she signed his/her name thereto pursuant to such authority.

Rosalind S. Clarke - Padgett  
Notary Public

**ROSALIND S. CLARKE-PADGETT**  
Notary Public, State of New York  
No. 31-01CL4971282  
Qualified in New York County  
Commission Expires December 17, 2006

SCHEDULE 1 TO TRADEMARK SECURITY AGREEMENT**U.S. Trademarks Owned by CoreComm-ATX, Inc.**

<b>Trademark</b>	<b>Reg. No.</b>
ATX POWERFAX BROADCAST	2,308,963
ATX REAL INTELLIGENCE	2,303,911
ATX SIMPLIFIED PRICING	2,291,144
ATX WEB BUSINESS SERVICES	2,285,323
ATX LOCAL	2,283,300
ATX PARTNERSHIP PROGRAM	2,443,694
ATX NETWORK SERVICES AND SYSTEM INTEGRATION	2,283,299
ATX WIRELESS	2,202,673
ATX TELECOMMUNICATIONS SERVICES	2,015,476
ATX MEGAWATS	1,976,409
ATX ASSEMBLY	2,221,883
IMAGINE ALL IT CAN BE.BUSINESS	2,591,020



**U.S. Trademarks Owned By CCL Historical, Inc.**

Design (Multiple Telephones)	2,379,721
Design (One Telephone)	2,379,720
Design (Mouse with Globe)	2,383,326
Design (Cellphone)	2,379,719
Design (Telephone with Flag)	2,404,005
Design (Beeper)	2,412,316
Design (Giftbox with Ribbon)	2,391,634
CORECOMM	2,426,382
CORECOMM	2,298,500
CORECOMM	2,306,369
ECHAT	2,699,354

**U.S. Trademarks Owned By CoreComm-Voyager, Inc.**

VOYAGER.NET FAMILY PLACE	2,473,522
FAMILY PLACE	2,471,565
FAMILY PLACE	2,471,564
WE KEEP YOU CONNECTED	2,632,371
MEGSINET	2,253,941
MEGSINET (DESIGN)	2,337,624
MEGSINET-CLEC (DESIGN)	2,439,852

**U.S. Trademarks Owned By CoreComm Services, LLC**

LINESHIELD	2,451,615
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**U.S. Trademarks Owned By Voyager Information Networks, Inc.**

Design Only (of Globe with Outlines of Continents and with Rings or Orbits)	2,348,169
NETLINK	2,223,886
RAEX	2,272,837
SURESITE	2,220,077
EXEC-PC	1,546,767