2/2/05

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

02-08-2005

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S. DEPARTMENT OF COMMERCE
ates Patent and Trademark Office

RECORDATIC
TRADE

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

RCN Telecom Services, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State – Pennsylvania
☐ Other

Citizenship (see guidelines)
Execution Date(s) December 21, 2004
Additional names of conveying parties attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Deutsche Bank AG Cayman Islands Branch
Internal Address:
Street Address: 60 Wall Street
City: New York
State: New York
Country: USA Zip 10005

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☒ Other Citizenship Collateral Agent

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)

3. Nature of conveyance

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other First-Lien Grant of Security Interest

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE A

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Meredith Schorr
Internal Address: c/o White & Case LLP
Street Address: 1155 Avenue of the Americas
City: New York
State: New York Zip 10036
Phone Number: (212) 819-8753
Fax Number: (212) 354-8113
Email Address: trademarkdocket@whitecase.com

6. Total number of applications and registrations involved: 34

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $865.00
☐ Authorized to be charged by credit card
☒ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:
a. Credit Card Last 4 Numbers
Expiration Date
b. Deposit Account Number 23-1705
Authorized User Name Meredith Schorr

9. Signature: Meredith Schorr 2/2/05
Signature Date

Meredith Schorr
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 11

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

02/08/2005 GTON11 00000087 76584732
01 FC:8521 40.00 OP
02 FC:8522 825.00 OP

NEWYORK 4639465 (2K)

SCHEDULE A

MARK	REG. NO.	REG. DATE
IT'S A FAMILY THING	76/390,282	Oct. 10, 2001
RCN FOLLOW ME	76/584,732	Apr. 5, 2004
RCN INTERACTION	76/584,731	Apr. 5, 2004
RCN POWER	76/568,015	Dec. 31, 2003
CHAMPIONING YOU. CHALLENGING THEM. Stylized Letters	76/560,537	Oct. 29, 2003
MEGAMODEM MACH 5	76/552,764	Oct. 1, 2003
MEGAMODEM MACH 3	76/552,763	Oct. 1, 2003
RCN ENTERTAINMENT	76/390,283	Oct. 10, 2001
A NEW CHOICE IN PHONE, CABLE AND INTERNET SERVICE	2,491,955	Sep. 25, 2001
EXPERIENCE THE SPEED	2,328,138	Mar. 14, 2000
Starman Logo (Misc. Design)	2,230,674	Mar. 9, 1999
RCN	2,471,719	Jul. 24, 2001
RCN & DESIGN	2,360,973	Jun. 27, 2000

RCN THE LIVE WIRE OF COMMUNICATIONS	2,403,440	Nov. 14, 2000
RCN THE LIVE WIRE OF COMMUNICATIONS & Design	2,389,379	Sep. 26, 2000
RCN STAR CINEMA	2,552,849	Mar. 26, 2002
STARVIEW	2,207,880	Dec. 8, 1998
STOP COASTING IT'S TIME TO ACCELERATE	2,368,502	Jul. 18, 2000
THE LIVE WIRE OF COMMUNICATIONS	2,429,065	Feb. 20, 2001
YOUR PHONE. YOUR VIDEO. YOUR NETWORK	2,196,192	Oct. 13, 1998
A BETTER CHOICE IN INTERNET SERVICE	2,583,930	Jun. 18, 2002
ADVANTAGE YOU	2,652,606	Nov. 19, 2002
MEGABAND	2,565,483	Apr. 30, 2002
RCN ADVANTAGE YOU and Design	2,583,778	Jun. 18, 2002
RCN ENTERTAINMENT	2,826,216	Mar. 23, 2004
RCN THE LIVE WIRE. and Design	2,827,378	Mar. 30, 2004
ADDED ADVANTAGE	2,784,025	Nov. 18, 2003

RCN BUSINESS and Design	2,752,381	Aug. 19, 2003
RCN	2,715,673	May 13, 2003
RCN ESSENTIALS	2,677,843	Jan. 21, 2003
DIGITAL VISION	2,509,709	Nov. 20, 2001
MEGAMODEM	2,722,514	Jun. 3, 2003
RESILINK	2,907,444	Dec. 7, 2004
RESLINK	2,117,857	Dec. 2, 1997

FIRST-LIEN GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, RCN Telecom Services, Inc., a Pennsylvania Corporation (the "Grantor") with principal offices at 105 Carnegie Center, Princeton, NJ 08540, hereby grants to Deutsche Bank AG Cayman Islands Branch, as First-Lien Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 21, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

TRADEMARK
REEL: 003116 FRAME: 0986

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 21st day of December, 2004.

RCN TELECOM SERVICES, INC., Grantor

By: _____

Name: Patrick T. Hogan

Title: Executive Vice President & Chief Financial Officer

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 21 day of December, 2004, before me personally came Patrick T. Hogan who, being by me duly sworn, did state as follows: that he is the Executive Vice President and Chief Financial Officer of RCN Telecom Services, Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Jessica Sherwood
Notary Public

JESSICA SHERWOOD
NOTARY PUBLIC, State of New York
No. 01SH6096014
Qualified in New York County
Commission Expires July 21, 2007

DEUTSCHE BANK AG CAYMAN ISLANDS BRANCH, as First-Lien Collateral Agent and Grantee

By: _____
Name: Alexander Richa
Title: Vice Presiden

By: _____
Name:
Title: Gregory Shefrin
Director

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 21st day of December, 2004, before me personally came _____ Alexander Richarz who, being by me duly sworn, did state as follows: that [s]he is Vice President of Deutsche Bank AG Cayman Islands Branch, that [s]he is authorized to execute the foregoing Grant on behalf of said banking corporation and that [s]he did so by authority of the Board of Directors of said banking corporation.

Adam Greenhouse
Notary Public

ADAM GREENHOUSE
Notary Public, State of New York
No. 01GR6109518
Qualified in New York County
Commission Expires May 10, 2008

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 21st day of December, 2004, before me personally came _____ Gregory Shefrin who, being by me duly sworn, did state as follows: that [s]he is Director of Deutsche Bank AG Cayman Islands Branch, that [s]he is authorized to execute the foregoing Grant on behalf of said banking corporation and that [s]he did so by authority of the Board of Directors of said banking corporation.

Adam Greenhouse
Notary Public

ADAM GREENHOUSE
Notary Public, State of New York
No. 01GR6109518
Qualified in New York County
Commission Expires May 10, 2008