Form **PTO-1594** (Rev. 06/04)

02-09-2005

U.S. DEPARTMENT OF COMMERCE

OMB Collection 0651-0027 (exp. 6/30/2005)	United States Patent and Trademark Office		
REC(	United States Patent and Trademark Office		
102936457			
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):	2. Name and address of receiving party(ies)		
RCN Telecom Services of Illinois, LLC	Additional names, addresses, or citizenship attached?		
	Name: HSBC Bank USA, National Association		
	Internal		
☐ Individual(s) ☐ Association	Address:		
General Partnership Limited Partnership	Street Address: 452 Fifth Avenue		
Corporation-State -	City: New York		
Other Limited Liability - Illinois	State: New York		
Citizenship (see guidelines)	Country: USA Zip 10018		
Execution Date(s) December 21, 2004	Association Citizenship		
Additional names of conveying parties attached?   Yes   No	General Partnership Citizenship		
3. Nature of conveyance	Limited Partnership Citizenship		
	Corporation Citizenship		
Security Agreement Change of Name	☑ Other - Citizenship Second-Lien Collateral Agent		
☐ Other Second-Lien Grant of Security Interest	If assignee is not domiciled in the United States, a domestic representative designation is attached: \( \subseteq \text{Yes} \subseteq \text{No} \)		
,	(Designations must be a separate document from assignment)		
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)		
A. Trademark Application No.(3)	SEE ATTACHED SCHEDULE A		
	Additional sheet(s) attached? X 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	6. Total number of applications and		
document should be mailed:	registrations involved:		
Name: Meredith Schorr	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$165.00		
Internal Address: c/o White & Case LLP	Authorized to be charged by credit card		
Charles Address 1155 Assess of the Assess	☐ Authorized to be charged to deposit account		
Street Address: 1155 Avenue of the Americas	⊠ Enclosed		
City: New York	8. Payment Information:		
State: New York Zip 10036	a. Credit Card Last 4 Numbers		
Phone Number: (212) 819-8753	Expiration Date.		
ax Number: (212) 354-8113 b. Deposit Account Number 23-1705			
Email Address: trademarkdocket@whitecase.com	Authorized User Name Meredith Schorr		
9. Signature: MILIAUTH AMOUN 213/01			
Signature	Date C		

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 ECDOPER 00000096 2200267

01 FC:8521 02 FC:8522

40.00 OP 125.00 OP

Name of Person Signing

NEWYORK 4639606 (2K)

Meredith Schorn

**TRADEMARK REEL: 003117 FRAME: 0538** 

Total number of pages including cover

sheet, attachments, and document:

<u>MARK</u>

REG. NO.

REG. DATE

THE FUTURE IS MOVING IN OUR DIRECTION (This mark is not currently in use)	2,200,267	Oct. 27, 1998
THE SOONER.THE BETTER. (This mark is not currently in use)	2,290,263	Nov. 2, 1999
21 <sup>ST</sup> CENTURY & Design (This mark is not currently in use)	2,184,881	Aug. 25, 1998
21 <sup>ST</sup> CENTURY TECHNOLOGY GROUP, INC. (This mark is not currently in use)	2,153,565	Apr. 28, 1998
21 <sup>ST</sup> CENTURY TELECOM GROUP, INC. and Design (This mark is not currently in use)	2,387,205	Sep. 19, 2000
ENTERACT (This mark is not currently in use)	2,346,287	May 2, 2000

SECOND-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 of Illinois, LLC, a limited liability

company (the "Grantor") with principal offices at 105 Carnegie Center, Princeton NJ 08540,

hereby grants to HSBC Bank USA, National Association, as Second-Lien Collateral Agent, with

principal offices at 452 Fifth Avenue, New York, New York 10018, (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

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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]

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

RCN TELECOM SERVICES OF ILLINOIS, LLC,

Grantor

By:

Title: Chief Firmas Officer and Executive Har President

NEWYORK 4525862

Second-Lien Trademark Grant

STATE OF <u>Hen fork</u>)
COUNTY OF <u>Hen fork</u> ss.:

On this Aday 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 of Illinois, LLC, that he is authorized to execute the foregoing Grant on behalf of said limited liability company and that he did so by authority of the members of said limited liability company.

Notary Public

JESSICA SHERWOOD NOTARY PUBLIC, State of New York No. 01SH6096014 Qualified in New York County Commission Expires July 21, 2007 HSBC BANK USA, NATIONAL ASSOCIATION, as Second-Lien Collateral Agent and Grantee

Dy:\_\_\_\_

Name: Title:

STEPHEN FERRERA

NEWYORK 4525862 (2K)

Second-Lien Trademark Grant

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

On this 21<sup>st</sup> day of December, 2004, before me personally came Stephen Ferrera who, being by me duly sworn, did state as follows: that he is Vice President of HSBC Bank USA, National Association, that he is authorized to execute the foregoing Grant on behalf of said national banking association and that he did so by authority of the Board of Directors of said national banking association.

Notary Public

KATHY QUIJIUE
NOTARY PUBLIC, State of New York
No. U01QU6069195
Qualified in New York County
Commission Expires Jan. 22, 2008

**RECORDED: 02/03/2005**