

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RCN Telecom Services, Inc.		05/30/2006	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Deutsche Bank Trust Company Americas
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	First-Lien Collateral Agent:

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Serial Number:	76584732	RCN FOLLOW ME
Registration Number:	2939481	RCN INTERACTION
Serial Number:	76568015	RCN POWER
Registration Number:	2826216	RCN ENTERTAINMENT
Registration Number:	2491955	A NEW CHOICE IN PHONE, CABLE & INTERNET SERVICE
Registration Number:	2328138	EXPERIENCE THE SPEED
Registration Number:	2230674	
Registration Number:	2471719	RCN
Registration Number:	2360973	RCN
Registration Number:	2403440	RCN THE LIVE WIRE OF COMMUNICATIONS
Registration Number:	2389379	RCN THE LIVE WIRE OF COMMUNICATIONS.
Registration Number:	2552849	RCN STAR CINEMA
Registration Number:	2207880	STARVIEW
Registration Number:	2368502	STOP COASTING IT' S TIME TO ACCELERATE

CH \$1040.00 76584732

Registration Number:	2429065	THE LIVE WIRE OF COMMUNICATIONS
Registration Number:	2583930	A BETTER CHOICE IN INTERNET SERVICE
Registration Number:	2652606	ADVANTAGE YOU.
Registration Number:	2565483	MEGABAND
Registration Number:	2583778	RCN ADVANTAGE YOU.
Registration Number:	2827378	RCN THE LIVE WIRE.
Registration Number:	2784025	ADDED ADVANTAGE
Registration Number:	2752381	RCN BUSINESS
Registration Number:	2715673	RCN
Registration Number:	2677843	RCN ESSENTIALS
Registration Number:	2509709	DIGITAL VISION
Registration Number:	2722514	MEGAMODEM
Registration Number:	2907444	RESILINK
Registration Number:	2117857	RESLINK
Serial Number:	78824153	RCN 4
Serial Number:	78824118	RCN NEWS
Serial Number:	78824098	RCN TV
Serial Number:	78847600	MEGAMODEM MACH **
Serial Number:	78847613	MEGAMODEM MACH 3
Serial Number:	78847620	MEGAMODEM MACH 5
Serial Number:	78847631	MEGAMODEM MACH 10
Serial Number:	78847638	MEGAMODEM MACH 20
Serial Number:	78561822	CONNECT TO SOMETHING MORE
Serial Number:	78613397	POWERED BY RCN CONNECT TO SOMETHING MORE. CABLE TV PHONE INTERNET WWW.RCN.COM
Serial Number:	78561820	RCN
Serial Number:	78632953	RCN PHONEPLUS PAK
Serial Number:	76624979	RCN WEBWATCH

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-819-8923
Email: trademarkdocket@whitecase.com
Correspondent Name: Matthew Bart c/o White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1111788-0089
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	08/30/2006

Total Attachments: 12
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**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 196 Van Buren Street, Herndon, VA 20170, hereby grants to Deutsche Bank Trust Company Americas, 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 May 30, 2006 (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.

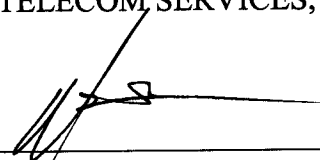
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated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

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 3rd day of May, 2006.

RCN TELECOM SERVICES, INC., Grantor

By 
Name: _____
Title: _____

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as First-Lien Collateral Agent and
Grantee

By _____
Name:
Title:

By _____
Name:
Title:

STATE OF Virginia)
COUNTY OF Fairfax) ss.:

On this 30th day of May, 2006, before me personally came Michael T. Sicoli
who, being by me duly sworn, did state as follows: that [s]he is C.F.O. of RCN
Telecom Services, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said
RCN Telecom Services, Inc. and that [s]he did so by authority of the Board of Directors of said
RCN Telecom Services, Inc.

Marsha J. Banks
Notary Public
Commission Exp 5.31.09

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 24 day of August, 2006.

RCN TELECOM SERVICES, INC., Grantor

By _____
Name:
Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as First-Lien Collateral Agent and
Grantee

By E. J. Landaeta
Name: **Enrique Landaeta**
Title: **Vice President**

By Evelyn Thierry
Name: **Evelyn Thierry**
Title: **Vice President**

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

On this 24 day of August, 2006, before me personally came Enrique Landaeta/Evelyn Thierry who, being by me duly sworn, did state as follows: that [s]he is Vice President of Deutsche Bank Trust Company Americas, 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.



Notary Public

Peter W. Helf
Notary Public, State of New York
No. 01HE6030586 Qualified in Suffolk County
Certificate Filed in New York County
Commission Expires Sept. 13, 2009

SCHEDULE A

<u>MARK</u>	<u>REG./APPLICATION NO.</u>	<u>REG./APPLICATION DATE</u>
RCN FOLLOW ME	76/584,732	Apr. 5, 2004
RCN INTERACTION	2,939,481	Apr. 12, 2005
RCN POWER	76/568,015	Dec. 31, 2003
RCN ENTERTAINMENT	2,826,216	Mar. 23, 2004
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 and 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
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 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

RCN 4 and Design	78/824,153	Feb. 27, 2006
RCN NEWS and Design	78/824,118	Feb. 27, 2006
RCN TV and Design	78/824,098	Feb. 27, 2006
MEGAMODEM MACH	78/847,600	March 28, 2006
MEGAMODEM MACH 3	78/847,613	March 28, 2006
MEGAMODEM MACH 5	78/847,620	March 28, 2006
MEGAMODEM MACH 10	78/847,631	March 28, 2006
MEGAMODEM MACH 20	78/847,638	March 28, 2006

CONNECT TO SOMETHING MORE	78/561,822	Feb. 7, 2005
POWERED BY RCN CONNECT TO SOMETHING MORE CABLE TV INTERNET PHONE WWW.RCN.COM and Design	78/613,397	April 21, 2005
RCN and Design	78/561,820	Feb. 7, 2005
RCN PHONEPLUS PAK	78/632,953	May 19, 2005
RCN WEBWATCH	76/624,979	Nov. 20, 2004