

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 Internet Services, Inc.		05/30/2006	CORPORATION: DELAWARE
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: 2			
Property Type	Number	Word Mark	
Registration Number:	2308425	EROL'S STORE	
Registration Number:	2291431	EROLS INTERNET	
CORRESPONDENCE DATA			
Fax Number:	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		

CH \$65.00 2308425

Total Attachments: 7

source=RCN Internet#page1.tif

source=RCN Internet#page2.tif

source=RCN Internet#page3.tif

source=RCN Internet#page4.tif

source=RCN Internet#page5.tif

source=RCN Internet#page6.tif

source=RCN Internet#page7.tif

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, RCN Internet Services, Inc., a Delaware 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 __, 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.

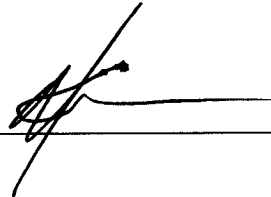
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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 31st day of May, 2006.

RCN INTERNET 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. Sidi who, being by me duly sworn, did state as follows: that [s]he is C.F.O. of RCN Internet Services, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said RCN Internet Services, Inc. and that [s]he did so by authority of the Board of Directors of said RCN Internet Services, Inc.

Marska J. Banks
Notary Public
Commission Exp. 5.31.09

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

RCN INTERNET 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**

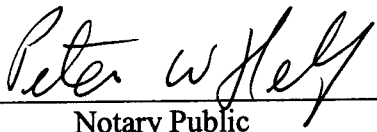
By Evelyn Thierry

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. 01HE0030506 Qualified in Suffolk County
Certificate Filed in New York County
Commission Expires Sept. 13, 2009

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
EROL'S STORE	2308425	01/18/2000
EROL'S INTERNET & DESIGN	2291431	11/09/1999