

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
RCN Telecom Services, Inc.		05/25/2007	CORPORATION: PENNSYLVANIA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Deutsche Bank Trust Company Americas
<b>Street Address:</b>	60 Wall Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10005
<b>Entity Type:</b>	Collateral Agent:

**PROPERTY NUMBERS Total: 43**

Property Type	Number	Word Mark
Registration Number:	2939481	RCN INTERACTION
Registration Number:	2509709	DIGITAL VISION
Registration Number:	2552849	RCN STAR CINEMA
Registration Number:	2907444	RESILINK
Registration Number:	2230674	
Registration Number:	2471719	RCN
Registration Number:	2360973	RCN
Registration Number:	2207880	STARVIEW
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:	2826216	RCN ENTERTAINMENT

CH \$1090.00 2939481

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:	2722514	MEGAMODEM
Registration Number:	3138085	CONNECT TO SOMETHING MORE
Registration Number:	3119573	RCN
Serial Number:	76568015	RCN POWER
Serial Number:	78944392	RCN MUSIC
Serial Number:	78944346	RCN MUSICTOGO
Serial Number:	78944269	RCN MUSICLIBRARY
Serial Number:	78930970	RCN QUICK CONNECT WIRELESS HOME
Serial Number:	78930953	RCN QUICK CONNECT SUPPORT
Serial Number:	78930944	RCN QUICK CONNECT SPEED CHECK
Serial Number:	78930925	RCN QUICK CONNECT ACTIVATION
Serial Number:	78847638	MEGAMODEM MACH 20
Serial Number:	78847631	MEGAMODEM MACH 10
Serial Number:	78847620	MEGAMODEM MACH 5
Serial Number:	78847613	MEGAMODEM MACH 3
Serial Number:	78847600	MEGAMODEM MACH **
Serial Number:	78824153	RCN 4
Serial Number:	78824118	RCN NEWS
Serial Number:	78824098	RCN TV
Serial Number:	78632953	RCN PHONEPLUS PAK
Serial Number:	78613397	POWERED BY RCN CONNECT TO SOMETHING MORE. CABLE TV PHONE INTERNET WWW.RCN.COM
Serial Number:	76624979	RCN WEBWATCH
Serial Number:	78964651	DIGITALVISIONBUSINESS
Serial Number:	78964639	DIGITALVISIONPLUS

**CORRESPONDENCE DATA**

Fax Number: (212)354-8113

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212-819-8200

Email: trademarkdocket@whitecase.com

Correspondent Name: Matthew Bart  
Address Line 1: White & Case LLP  
Address Line 2: 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: 07/16/2007

Total Attachments: 8  
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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 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 25, 2007 (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.

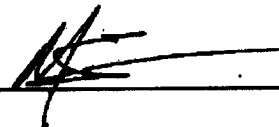
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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  
25 day of May, 2007.

RCN TELECOM SERVICES, INC.,  
as Grantor

By:   
Name:  
Title:

RCN - RCN Telecom Services, Inc. Trademarks Grant

TRADEMARK  
REEL: 003580 FRAME: 0793

STATE OF Virginia )  
COUNTY OF Taufer ) ss.:

On this 28th day of May, 2007, before me personally came Michael T. Sicari who, being by me duly sworn, did state as follows: that [s]he is VP & CFO 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. Pauls  
Notary Public

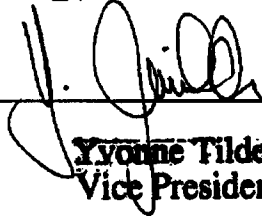
May 31, 2009 - Comm. Exp.

RCN - RCN Telecom Services, Inc. Trademarks Grant

TRADEMARK  
REEL: 003580 FRAME: 0794

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

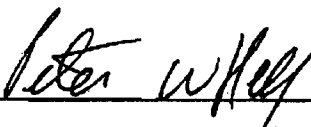
By:   
Name: **Anca Trihan**  
Title: **Director**

By:   
Name: **Yvonne Tilden**  
Title: **Vice President**



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

On this 21 day of May 2007, before me personally appeared Anca Trifan/Yvonne Tilden of DEUTSCHE BANK TRUST COMPANY AMERICAS, described herein and which executed the foregoing instrument and that he/she signed his/her name thereto pursuant to the authority granted by DEUTSCHE BANK TRUST COMPANY AMERICAS.

  
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Notary Public

Peter W. Hall  
Notary Public, State of New York  
No. Q11HE6030586 Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires Sept. 13, 2009

SCHEDULE A

TRADEMARKS

<u>Mark</u>	<u>Registration No. (Application No.)</u>	<u>Reg. Date/ Application Date</u>
RCN INTERACTION	2,939,481	Apr. 12, 2005
RCN POWER	(76/568,015)	Dec. 31, 2003
DIGITAL VISION	2,509,709	Nov. 20, 2001
RCN STAR CINEMA	2,552,849	Mar. 26, 2002
RESILINK	2,907,444	Dec. 7, 2004
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
STARVIEW	2,207,880	Dec. 8, 1998
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 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
MEGAMODEM	2,722,514	Jun. 3, 2003
RCN MUSIC & design	(78/944,392)	Aug. 3, 2006
RCN MUSICTOGO	(78/944,346)	Aug. 3, 2006
RCN MUSICLIBRARY	(78/944,269)	Aug. 3, 2006
RCN QUICK CONNECT WIRELESS HOME & Design	(78/930,970)	July 17, 2006
RCN QUICK CONNECT SUPPORT & Design	(78/930,953)	July 17, 2006
RCN QUICK CONNECT SPEED CHECK & Design	(78/930,944)	July 17, 2006
RCN QUICK CONNECT ACTIVATION & Design	(78/930,925)	July 17, 2006

<b>Mark</b>	<b>Registration No. (Application No.)</b>	<b>Reg. Date/ Application Date</b>
MEGAMODEM MACH 20	(78/847,638)	Mar. 28, 2006
MEGAMODEM MACH 10	(78/847,631)	Mar. 28, 2006
MEGAMODEM MACH 5	(78/847,620)	Mar. 28, 2006
MEGAMODEM 3	(78/847,613)	Mar. 28, 2006
MEGAMODEM MACH **	(78/847,600)	Mar. 28, 2006
RCN 4 & Design	(78/824,153)	Feb. 27, 2006
RCN NEWS & Design	(78/824,118)	Feb. 27, 2006
RCN TV & Design	(78/824,098)	Feb. 27, 2006
RCN PHONEPLUS PAK	(78/632,953)	May 19, 2005
POWERED BY RCN CONNECT TO SOMETHING MORE CABLE TV PHONE INTERNET WWW.RCN.COM & Design	(78/613,397)	Apr. 21, 2005
CONNECT TO SOMETHING MORE	3,138,085	Sept. 5, 2006
RCN & Design	3,119,573	July 25, 2006
RCN WEBWATCH	(76/624,979)	Nov. 20, 2004
DIGITAL VISION BUSINESS	(78/964,651)	Aug. 31, 2006
DIGITAL VISION PLUS	(78/964,639)	Aug. 31, 2006