

06-27-2002



102137018

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To the Honorable Commissioner of Patents and Trademarks: Please send original documents or copy thereof.

1. Name of conveying party(ies):

Rhythms NetConnections Inc.
8787 Complex Drive, Suite 200
San Diego, CA 92123

06/18/02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Delaware
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: MCI WorldCom Network Services, Inc.

Internal Address: _____

Street Address: 500 Clinton Center Drive

City: Clinton State: MS ZIP: 39056

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

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)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: December 3, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/493,094

Additional numbers attached? Yes No

B. Trademark registration No.(s)

NONE

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

Name: James J. Mercurio

Internal Address: 0016/003

MCI WORLDCOM Brands, L.L.C.

Street Address: 1133 19th Street, NW

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

No. 13-2486

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James J. Mercurio, Esq.
Name of Person Signing

James J. Mercurio
Signature

12-JUN-02
Date

06/26/2002 LNUELLER 00000110 132486 75493094

01 FC:481 40.00 CH

Total number of pages comprising cover sheet: One

**ASSIGNMENT OF TRADEMARKS, TRADEMARK REGISTRATIONS
AND TRADENAMES**

This Assignment of Trademarks, Trademark Registrations and TradeNames (this "Assignment") is made on the 3 day of December, 2001, between Rhythms NetConnections Inc. (the "Seller"), a Delaware corporation and MCI WorldCom Network Services, Inc., a Delaware corporation (the "Buyer").

WHEREAS, Seller, or its affiliates, used and is using the trademark/tradename listed in Appendix A for which it or they own registrations in the United States;

WHEREAS, Seller, or its affiliates, has filed the associated ITU applications for the trademarks and tradenames, all of which are listed in Appendix B, and has the common law rights to these marks (the trademarks and tradenames listed in Appendices A and B are, collectively, the "Marks");

WHEREAS, Buyer and Seller, Rhythms Link Inc., a Delaware corporation, Rhythms Links Inc. - Virginia, a Virginia corporation, and Rhythms Leasing Inc., a Nevada corporation, entered into an Asset Purchase Agreement, dated as of September 24, 2001 (the "Purchase Agreement"), pursuant to which the Seller has agreed to sell, transfer, assign and convey to Buyer the Assets as more fully described in the Purchase Agreement; and

WHEREAS, Buyer is desirous of acquiring the Marks, the goodwill associated therewith and the applications and registrations thereof.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Seller does hereby, on behalf of itself and its affiliates, assign, sell and transfer to Buyer, its successors and assigns, all its right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by and associated with the Marks and trademark applications and registrations thereof.

This Assignment is executed in connection with and construed in accordance with the Purchase Agreement. This Assignment is effective as of the date hereof. Seller agrees to sign, and to cause its affiliates to sign, any additional assignments and other appropriate documentation necessary to effectuate and validate this Assignment under the relevant laws or regulations of the countries set forth in Appendix A, from time to time and as soon as practicable after the date of this Assignment.

IN TESTIMONY WHEREOF, Seller has executed this Assignment by a duly authorized officer.

Rhythms NetConnections Inc.

Dated: Apr. 18, 2002

By: 
Name: Brent Taylor
Title: President / CEO

APPENDIX A
TRADEMARK REGISTRATIONS

Dimensional Innovations

Owner: Rhythms NetConnections Inc.
Application No.: 75/509,585
Country: U.S.
Class: 40
Goods/Services: Custom manufacture and fabrication of promotional structures and displays for theaters, retail businesses, trade shows and exhibitions.
First Use: December 15, 1997
Registration No.: 2,318,107
Status: Live

APPENDIX B
COMMON LAW TRADEMARKS AND TRADENAMES

Home.Rhythms

Owner: Rhythms NetConnections Inc.
Application No.: 75/385,650
Country: U.S.
Class: 38
Goods/Services: Communication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.
First Use: ITU
Status: Notice of Allowance issued August 21, 2001

Loop.Rhythms

Owner: Rhythms NetConnections Inc.
Application No.: 75/386,045
Country: U.S.
Class: 38
Goods/Services: Communication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.
First Use: ITU
Status: Opposition terminated June 27, 2001

Netrhythms

Owner: Rhythms NetConnections Inc.
Application No.: 75/330,906
Country: U.S.
Class: 38
Goods/Services: Communication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.
Filing Date: July 25, 1997
First Use: ITU

Status: Notice of Allowance issued August 21, 2001

Net.rhythms

Owner: Rhythms NetConnections Inc.
Application No.: 75/386,046
Country: U.S.
Class: 38
Goods/Services: Communication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.
Filing Date: November 7, 1997
First Use: ITU
Status: Notice of Allowance issued August 21, 2001

Rhythms

Owner: Accelerated Connections, Inc.
Application No.: 75/330,365
Country: U.S.
Class: 38
Goods/Services: Communication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.
Filing Date: July 25, 1997
First Use: ITU
Status: Notice of Allowance issued August 21, 2001

Rhythms

Owner: Rhythms NetConnections Inc.
Application No.: 75/585,782
Country: U.S.
Class: 9 35
Goods/Services: (INT. CL. 9) Computer hardware and computer accessories, namely, routers, modems, and network security equipment comprising firewalls, for data communication.
(INT. CL. 35) Consulting services in the field of data communication for businesses, residences, and communication service providers.
Filing Date: November 9, 1998
First Use: ITU
Status: Notice of Allowance issued May 8, 2001

Rhythms Broadband Boom

Owner: Rhythms NetConnections Inc.
Application No.: 76/108,804
Country: U.S.
Class: 16 42
Goods/Services: (INT. CL. 16) Newsletters in electronic and print media providing information regarding the field of communications.
(INT. CL. 42) Information services, namely, providing newsletters in electronic and print media in the field of communications.
Filing Date: August 14, 2000
First Use: ITU
Status: Non-final action mailed March 1, 2001

Rhythms Cognitive Network

Owner: Rhythms NetConnections Inc.
Application No.: 75/442,919
Country: U.S.
Class: 38
Goods/Services: Communication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.
Filing Date: March 2, 1998
First Use: ITU
Status: Notice of Allowance issued August 21, 2001

Rhythms Links

Owner: Rhythms NetConnections Inc.
Application No.: 75/762,060
Country: U.S.
Class: 9 38 42
Goods/Services: (INT. CL. 9) Computer hardware and computer accessories, namely, routers, modems, and network security equipment comprising firewalls, for data and voice communication.
(INT. CL. 38) Telecommunication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.

(INT. CL. 42) Consulting services in the field of data and voice communication for businesses, residences and communication services providers.

Filing Date: July 27, 1999
First Use: ITU
Status: May 1, 2001 Opposition terminated

Rhythms Netconnections

Owner: Rhythms NetConnections Inc.
Application No.: 75/340,342
Country: U.S.
Class: 38
Goods/Services: Communication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.

Filing Date: August 13, 1997
First Use: ITU
Status: Request for Third Extension of Time granted May 23, 2001

Rhythms Netselect

Owner: Rhythms NetConnections Inc.
Application No.: 75/676,550
Country: U.S.
Class: 38
Goods/Services: Telecommunication services for individuals, business and communication services providers, namely, providing communication services that allow remote users to choose to connect either to a private computer network or to a global computer network.

Filing Date: May 11, 1999
First Use: ITU
Status: Notice of Allowance issued August 21, 2001

Rhythms PBXPRESS

Owner: Rhythms NetConnections Inc.
Application No.: 75/585,791
Country: U.S.
Class: 9 38 42
Goods/Services: (INT. CL. 9) Computer hardware and computer accessories, namely, routers, modems and network security equipment comprising firewalls, for data communication.
(INT. CL. 38) Communication services, namely, data communication services for businesses, residences, and communication services providers

by means of cellular telephone, radio, satellite transmissions and receptions, telephone; television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.

(INT. CL. 42) Consulting services in the field of data communication for businesses, residences, and communication service providers.

Filing Date: November 9, 1998
 First Use: ITU
 Status: Notice of Allowance issued July 3, 2001

Rhythms Stylized Swirl Design (Rhythms Logo)

Owner: Rhythms NetConnections Inc.
 Application No.: 75/493,094
 Country: U.S.
 Class: 9 38
 Goods/Services: (INT. CL. 9) Data communication hardware and computer accessories, namely, routers, modems and network security equipment comprising firewalls.

(INT. CL. 38) Communication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.

Filing Date: May 29, 1998
 First Use: ITU
 Status: Request for Extension of Time to December 26, 2001 filed

Rhythms.Net

Owner: Rhythms NetConnections Inc.
 Application No.: 75/676,565
 Country: U.S.
 Class: 9 38 42
 Goods/Services: (INT. CL. 9) Computer hardware and computer accessories, namely, routers, modems, and network security equipment comprising firewalls, for data and voice communication.

(INT. CL. 38) Telecommunication services, namely, data and voice communication services for businesses, residences and communication services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.

(INT. CL. 42) Consulting services in the field of data and voice communication for businesses, residences and communication service providers.

Filing Date: April 6, 1999
First Use: ITU
Status: Notice of Allowance issued June 26, 2001

Where internet connections are moving

Owner: Rhythms NetConnections Inc.
Application No.: 75/877,997
Country: U.S.
Class: 38 42
Goods/Services: (INT. CL. 38) Telecommunication services for individuals, business and communication service providers, namely, providing communication services that allow remote users to choose to connect either to a private computer network or to a global computer network.
(INT. CL. 42) Information services, namely, providing newsletters in electronic and print media in the field of communications.

Filing Date: December 22, 1999
First Use: ITU
Status: Notice of Allowance issued June 5, 2001

Work.Rhythms

Owner: Rhythms NetConnections Inc.
Application No.: 75/386,047
Country: U.S.
Class: 38
Goods/Services: Communication services, namely, data communication services for businesses, residences and communications services providers by means of cellular telephone, radio, satellite transmissions and receptions, telephone, television transmissions and receptions, and by conductive and fiber optic cable and by providing telecommunication connections to a global computer network.

Filing Date: November 6, 1997
First Use: ITU
Status: Notice of Allowance issued August 21, 2001

RHYTHMS NETCONNECTIONS

Owner: Rhythms NetConnections Inc.
Application No.: 75/585,781
Country: U.S.
Class: 9 35
Goods/Services: (INT. CL. 9) Computer hardware and computer accessories, namely, routers, modems and network security equipment for data communication.
(INT. CL. 35) Consulting services in the field of data communication for businesses, residences and communication services providers.

Filing Date: November 9, 1998
First Use: ITU

Status: Application suspended; May 24, 2001 Unresponsive paper received

RHYTHMS NETWORKNOW

Owner: Rhythms NetConnections Inc.
Application No.: 75/702,482
Country: U.S.
Class: 38
Goods/Services: Communication services for individuals, businesses and communication services providers, namely, providing information over a network regarding data and voice communication services.
Filing Date: May 11, 1999
First Use: ITU
Status: August 24, 2001 Unresponsive paper received

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RECORDED: 06/18/2002

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TRADEMARK
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