

RECOR
TR

08-22-2003



102532400

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

1. Name of conveying party(ies): 8-22-03
CIT Lending Services Corporation

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Appointment of Collateral Agent

Execution Date: May 20, 2003

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

Name: General Electric Capital Corporation, as Collateral Agent

Internal Address: _____

Street Address: 120 Long Ridge Road, 3rd Floor

City: Stamford State: CT ZIP: 06927

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
 (Designation must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)
76/022,522 ; 75/858,935

B. Trademark Registration No.(s)
2,632,267 ; 2,448,496 ; 2,482,441 ; 2,556,642 ; 2,386,210 ; 2,363,287 ; 2,443,187 ; 2,322,422 ; 2,322,420 ; 2,327,104 ; 2,298,599 ; 2,130,178 ; 2,440,273 ; 2,232,910 ; 2,371,583

Additional number(s) attached? Yes No

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

Name: Robyn Rahbar, Esq.

Internal Address: Simpson Thacher & Bartlett LLP

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41):\$ 440.00

Enclosed
 Authorized to be charged to ~~deposit account~~ credit card

8. Deposit account number: _____

(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.

Robyn Rahbar, Esq. [Signature] 8/21/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 17

08/22/2003 ECORDER 00000105 2632267

01 FEB 2002
02 FEB 2002

40.00 **EP** All documents to be recorded with required cover sheet information to:
400.00 **EP** Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002807 FRAME: 0606

BY: FACSIMILE AND FEDERAL EXPRESS

May 20, 2003

Re: Appointment of Collateral Agent

KMC Telecom LLC
KMC Telecom II LLC
KMC Telecom III LLC
KMC Telecom of Virginia, Inc.
KMC Telecom Leasing I LLC
KMC Telecom Leasing II LLC
KMC Telecom Leasing III LLC
KMC Telecom.com, Inc.
KMC III Services LLC
1545 Route 206, Suite 300
Bedminster, NJ 07921
Attn: President
Fax: (908) 719-8775

Dear Mr. President:

PLEASE TAKE NOTICE that, pursuant to a letter dated March 28, 2003, from CIT Lending Services Corporation (f/k/a Newcourt Commercial Finance Corporation) to the Lenders and Borrowers under that certain Amended and Restated Loan and Security Agreement dated as of February 15, 2000, as amended, among KMC Telecom LLC, a Delaware limited liability company (f/k/a KMC Telecom Inc., a Delaware corporation) ("KMC"), KMC Telecom II LLC, a Delaware limited liability company (f/k/a KMC Telecom II, Inc., a Delaware corporation) ("KMC II"), KMC Telecom III LLC, a Delaware limited liability company (f/k/a KMC Telecom III, Inc., a Delaware corporation) ("KMC III"), KMC Telecom of Virginia, Inc., a Virginia public service company ("KMC Virginia"), KMC Telecom Leasing I LLC, a Delaware limited liability company ("Leasing I"), KMC Telecom Leasing II LLC, a Delaware limited liability company ("Leasing II"), KMC Telecom Leasing III LLC, a Delaware limited liability company ("Leasing III"), KMC Telecom.com, Inc., a Delaware corporation ("Telecom.com"), KMC III Services LLC, a Delaware limited liability company ("Services"; KMC, KMC II, KMC III, KMC Virginia, Leasing I, Leasing II, Leasing III, Telecom.com and Services being hereinafter collectively referred to as the "Borrowers"), the "Lenders" party thereto (the "Lenders"),

Wachovia Bank, National Association (f/k/a First Union National Bank), as administrative agent for the Lenders (the "Agent") and CIT Lending Services Corporation (f/k/a Newcourt Commercial Finance Corporation) ("CIT"), as Collateral Agent for the Lenders (the "Loan Agreement"), CIT tendered its resignation as Collateral Agent under the Loan Agreement, effective upon the earlier of (i) the appointment of a successor Collateral Agent pursuant to Section 10.06 of the Loan Agreement or (ii) April 30, 2003. Pursuant to its letter dated April 30, 2003, CIT extended the effective date of its resignation until the earlier of (i) the appointment of a successor Collateral Agent pursuant to Section 10.06 of the Loan Agreement or (ii) May 21, 2003.


PLEASE TAKE FURTHER NOTICE that, pursuant to Section 10.06 of the Loan Agreement, the undersigned Lenders, constituting Requisite Lenders, do hereby appoint General Electric Capital Corporation as Collateral Agent under the Loan Agreement, and General Electric Capital Corporation accepts such appointment, effective upon the signing of this letter by the Requisite Lenders and the Borrowers.

This letter may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page by facsimile transmission shall be as effective as delivery of a manually executed counterpart. Any capitalized terms used herein and not expressly defined shall have the meanings ascribed to them in the Loan Agreement.

Respectfully yours,

THE LENDERS:

LT HOLDCO II LLC, as a Lender
By: SFG XVI, INC., its Manager

By: 
Name: Kevin M. Curtin
Title: Vice President

WACHOVIA BANK, NATIONAL
ASSOCIATION (f/k/a FIRST UNION NATIONAL
BANK), as a Lender

By: 

Name: G.C. Ullrich
Title: Managing Director

CIT LENDING SERVICES CORPORATION
(f/k/a NEWCOURT COMMERCIAL FINANCE
CORPORATION), as a Lender

By: _____
Name:
Title:

CANADIAN IMPERIAL BANK OF
COMMERCE, as a Lender

By: _____
Name:
Title:

GENERAL ELECTRIC CAPITAL
CORPORATION, as a Lender

By: _____
Name:
Title:

WACHOVIA BANK, NATIONAL
ASSOCIATION (f/k/a FIRST UNION NATIONAL
BANK), as a Lender

By: _____

Name:

Title:

CIT LENDING SERVICES CORPORATION
(f/k/a NEWCOURT COMMERCIAL FINANCE
CORPORATION), as a Lender

By: _____

Name: *V. P. FABIANO*

Title: *V.P.*

CANADIAN IMPERIAL BANK OF
COMMERCE, as a Lender

By: _____

Name:

Title:

GENERAL ELECTRIC CAPITAL
CORPORATION, as a Lender

By: _____

Name:

Title:

WACHOVIA BANK, NATIONAL
ASSOCIATION (f/k/a FIRST UNION NATIONAL
BANK), as a Lender

By: _____

Name:
Title:

CIT LENDING SERVICES CORPORATION
(f/k/a NEWCOURT COMMERCIAL FINANCE
CORPORATION), as a Lender

By: _____

Name:
Title:

CANADIAN IMPERIAL BANK OF
COMMERCE, as a Lender

By: _____

Name:
Title:

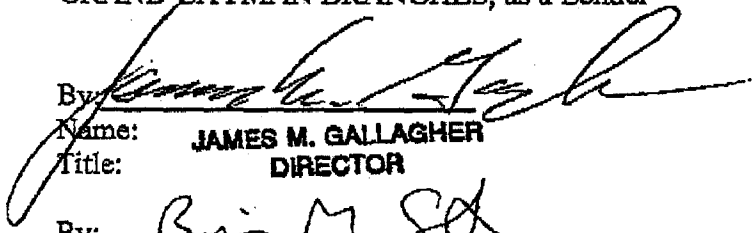
GENERAL ELECTRIC CAPITAL
CORPORATION, as a Lender

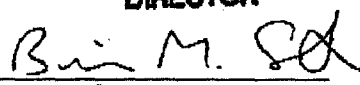
By: Molly S. Fergusson
Name: Molly S. Fergusson
Title: Manager, Operations

CREDIT SUISSE FIRST BOSTON, as a Lender

By: _____
Name:
Title:

DRESDNER BANK AG NEW YORK AND
GRAND CAYMAN BRANCHES, as a Lender

By: 
Name: JAMES M. GALLAGHER
Title: DIRECTOR

By: 
Name: Brian Smith
Title: Director

GE CAPITAL CFE, INC., as a Lender

By: _____
Name:
Title:

MORGAN STANLEY SENIOR FUNDING, INC.,
as a Lender

By: _____
Name:
Title:

MORGAN STANLEY PRIME INCOME TRUST,
as a Lender

By: _____
Name:
Title:

CREDIT SUISSE FIRST BOSTON, as a Lender

By: _____
Name:
Title:

DRESDNER BANK AG NEW YORK AND
GRAND CAYMAN BRANCHES, as a Lender

By: _____
Name:
Title:

By: _____
Name:
Title:

GE CAPITAL CFE, INC., as a Lender

By: Molly S. Foysson
Name: Molly S. Foysson
Title: Vice President

MORGAN STANLEY SENIOR FUNDING, INC.,
as a Lender

By: _____
Name:
Title:

MORGAN STANLEY PRIME INCOME TRUST,
as a Lender

By: _____
Name:
Title:

CREDIT SUISSE FIRST BOSTON, as a Lender

By: _____
Name:
Title:

DRESDNER BANK AG NEW YORK AND
GRAND CAYMAN BRANCHES, as a Lender

By: _____
Name:
Title:

By: _____
Name:
Title:

GE CAPITAL CFE, INC., as a Lender

By: _____
Name:
Title:

MORGAN STANLEY SENIOR FUNDING, INC.,
as a Lender

By: Mark D. Cross
Name: Mark D. Cross
Title: Vice President


MORGAN STANLEY PRIME INCOME TRUST,
as a Lender

By: _____
Name:
Title:


UNION BANK OF CALIFORNIA, N.A., as a
Lender

By: _____
Name:
Title:

COPPER BEECH HOLDINGS LLC,
as a Lender

By: 
Name: John J. Ryan
Title: vice President

REPULSE BAY CAPITAL LLC,
as a Lender

By: 
Name: John J. Ryan
Title: vice President

Accepted and Approved as of the date hereof:

KMC TELECOM LLC (f/k/a KMC TELECOM INC.)
KMC TELECOM II LLC (f/k/a KMC TELECOM II, INC.)
KMC TELECOM III LLC (f/k/a KMC TELECOM III, INC.)
KMC TELECOM OF VIRGINIA, INC.
KMC TELECOM.COM, INC.

In each case:

By: _____
Name: Constance Loosemore
Title: Vice President, Treasurer

Received May 20 06:38PM (02:24) on Sidley & A line [0] for 'AFALVEY' WORKSRV3 printed OPE3ECA7683544A on May 21 09:16AM 2003 * P
MAY-20-2003 19:06 FINANCE 9087198775 P.06/10

UNION BANK OF CALIFORNIA, N.A., as a
Lender

By: _____
Name:
Title:

COPPER BEECH HOLDINGS LLC,
as a Lender

By: _____
Name:
Title:

REPULSE BAY CAPITAL LLC,
as a Lender

By: _____
Name:
Title:

Accepted and Approved as of the date hereof:

KMC TELECOM LLC (f/k/a KMC TELECOM INC.)
KMC TELECOM II LLC (f/k/a KMC TELECOM II, INC.)
KMC TELECOM III LLC (f/k/a KMC TELECOM III, INC.)
KMC TELECOM OF VIRGINIA, INC.
KMC TELECOM.COM, INC.

In each case:

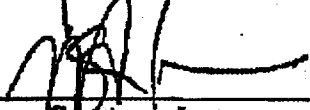
By: 
Name: Constance Loosemore
Title: Vice President, Treasurer

Received May 20 06:38PM (02:24) on Sidley & A line [0] for 'AFALVEY'
MAY-20-2003 19:06 FINANCE

WORKSRV3 printed OPE3ECA7683544A on May 21 09:16AM 2003 * P.
9087198775 P.07/10

KMC TELECOM LEASING I LLC

By: KMC TELECOM INC., as its Sole Member

By: 
Name: Constance Loosemore
Title: Vice President, Treasurer

KMC TELECOM LEASING II LLC

By: KMC TELECOM II, INC., as its Sole Member


By: 
Name: Constance Loosemore
Title: Vice President, Treasurer

KMC TELECOM LEASING III LLC

KMC III SERVICES LLC

In each case:

By: KMC TELECOM III, INC., as Sole Member


By: 
Name: Constance Loosemore
Title: Vice President, Treasurer

Received May 20 06:38PM (02:24) on Sidley & A line [0] for 'AFALVEY'
MAY-20-2003 19:05 FINANCE

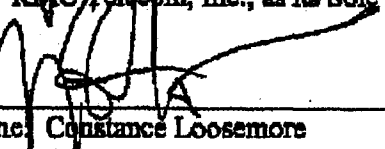
WORKSRV3 printed OPE3ECA7683544A on May 21 09:16AM 2003 * P
9087198775 P.08/10

KMC TELECOM HOLDINGS, INC.
KMC TELECOM FINANCING, INC.
KMC TELECOM IV HOLDINGS, INC.
KMC TELECOM IV, INC.
KMC TELECOM IV OF VIRGINIA, INC.

In each case:

By: 
Name: Constance Loosemore
Title: Vice President, Treasurer

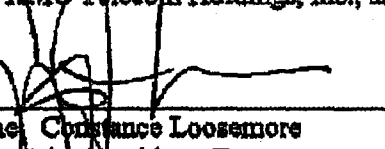
KMCY SERVICES LLC
By: KMC Telecom, Inc., as its Sole Member

By: 
Name: Constance Loosemore
Title: Vice President, Treasurer

KMC II SERVICES LLC
By: KMC Telecom II, Inc., as its Sole Member

By: 
Name: Constance Loosemore
Title: Vice President, Treasurer

KMG DATA HOLDCO LLC
By: KMC Telecom Holdings, Inc., as its Sole Member

By: 
Name: Constance Loosemore
Title: Vice President, Treasurer

Received May 20 06:38PM (02:24) on Sidley & A line [0] for 'AFALVEY'
MAY-20-2003 19:06 FINANCE

WORKSRV3 printed OPE3ECA7683544A on May 21 09:16AM 2003 * P:
9067198775 P.09/10

KMC FINANCIAL SERVICES LLC

By: KMC Telecom III, Inc., as its Sole Member

By: 

Name: Constance Loosemore

Title: Vice President, Treasurer

KMC IV SERVICES LLC

KMC TELECOM LEASING IV LLC

In each case:

By: KMC Telecom IV, Inc., as its Sole Member

By: 

Name: Constance Loosemore

Title: Vice President, Treasurer

cc: By Federal Express or Hand Delivery only:

Alan Epstein, Esq.
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, NY 10019

Anne Falvey, Esq.
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, NY 10019

George Pitts, Esq.
Dickstein Shapiro Morin & Oshinsky LLP
2101 L Street N.W.
Washington, DC 20037-1526

Nick DeFabrizio, Esq.
CIT Lending Services Corporation
1 CIT Drive
Livingston, NJ 07039

Sal Santoro, Esq.
General Electric Capital Corporation
120 Long Ridge Road
Stamford, CT 06927

Mark Thompson, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

Richard Douglas, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

Copyrights and Copyright Licenses; Patents and Patent Licenses

None

Trademarks and Trademark Licenses

KMC TELECOM LLC

See attached.

SCHEDULE 6

| <u>Country</u> | <u>Mark</u> | <u>App. #</u> | <u>App. Dt</u> | <u>Reg. #</u> | <u>Reg. Dt</u> | <u>Status</u> |
|-----------------|--|---------------|----------------|---------------|----------------|---------------|
| ✓ United States | CLEAR XCHANGE | 75/773,591 | 8/12/1999 | 2,632,267 | 10/8/2002 | Registered |
| ✓ United States | CLEARCONFERENCE | 75/704,985 | 5/13/1999 | 2,448,496 | 5/1/2001 | Registered |
| ✓ United States | CLEARHOME | 76/132,083 | 9/20/2000 | 2,482,441 | 8/28/2001 | Registered |
| ✓ United States | CLEARPOINT | 75/736,126 | 6/21/1999 | 2,556,642 | 4/2/2002 | Registered |
| ✓ United States | CLEARSTAR | 75/500,378 | 6/11/1998 | 2,386,210 | 9/12/2000 | Registered |
| ✓ United States | CLEARSTAR ADVANTAGE | 75/595,203 | 11/25/1998 | 2,363,287 | 6/27/2000 | Registered |
| ✓ United States | CLEARSTAR ADVANTAGE 1000 | 75/595,202 | 11/25/1998 | 2,443,187 | 4/10/2001 | Registered |
| ✓ United States | CLEAR TOUCH | 75/500,377 | 6/11/1998 | 2,322,422 | 2/22/2000 | Registered |
| ✓ United States | CLEARXPRESS | 75/500,169 | 6/11/1998 | 2,322,420 | 2/22/2000 | Registered |
| ✓ United States | CREATIVE SOLUTIONS WITH A HOMETOWN TOUCH | 75/314,822 | 6/25/1997 | 2,327,104 | 3/7/2000 | Registered |
| ✓ United States | FLEXABLE SOLUTIONS | 75/314,576 | 6/25/1997 | 2,298,599 | 12/7/1999 | Registered |
| ✓ United States | KMC TELECOM | 75/193,716 | 11/5/1996 | 2,130,178 | 1/20/1998 | Registered |
| ✓ United States | KMC TELECOM | 75/801,835 | 9/20/1999 | 2,440,273 | 4/3/2001 | Registered |
| ✓ United States | KMC TELECOM (Stylized) | 75/314,823 | 6/25/1997 | 2,232,910 | 3/16/1999 | Registered |
| ✓ United States | KMC ONLINE | 76/022,522 | 4/10/2000 | | | Pending |
| ✓ United States | SUTESERVICES | 75/858,935 | 11/26/1999 | | | Pending |
| ✓ United States | WHERE YOUR CALL DOES IT ALL | 75/644,619 | 2/22/1999 | | | Abandoned |
| ✓ United States | FAIR2U | 75/500,168 | 6/11/1998 | 2,371,583 | 7/25/2000 | Registered |
| United States | KMC PLATINUM | 75/391,699 | 11/12/1997 | | | Abandoned |
| United States | KMC GOLD | 75/391,698 | 11/12/1997 | | | Abandoned |
| United States | KMC SILVER | 75/391,697 | 11/12/1997 | | | Abandoned |

TRADEMARK