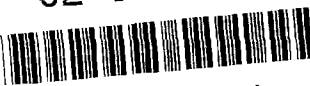


02-08-2005

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

RECORDATIC  
TRADE



102934964

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

RCN Telecom Services, Inc.

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

Citizenship (see guidelines)

Execution Date(s) December 21, 2004

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance

- Assignment
- Security Agreement
- Other First-Lien Grant of Security Interest
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Deutsche Bank AG Cayman Islands Branch

Internal

Address:

Street Address: 60 Wall Street

City: New York

State: New York

Country: USA

Zip 10005

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other
- Citizenship \_\_\_\_\_
- Citizenship \_\_\_\_\_
- Citizenship \_\_\_\_\_
- Citizenship \_\_\_\_\_
- Citizenship Collateral Agent

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE A

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Meredith Schorr

Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York

State: New York Zip 10036

Phone Number: (212) 819-8753

Fax Number: (212) 354-8113

Email Address: trademarkdocket@whitecase.com

6. Total number of applications and registrations involved:

34

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$865.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

- a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_
- b. Deposit Account Number 23-1705  
Authorized User Name Meredith Schorr

9. Signature:

Meredith Schorr  
Signature

2/2/05  
Date

Meredith Schorr

Name of Person Signing

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

11

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

02/08/2005 6TON11 00000087 76584732



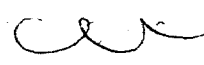
01 FC:8521  
02 FC:8522




40.00 OP  
825.00 OP

NEWYORK 4639465 (2K)

TRADEMARK  
REEL: 003116 FRAME: 0981

MARK                      REG. NO.                      REG. DATE

IT'S A FAMILY THING	76/390,282	Oct. 10, 2001
		
RCN FOLLOW ME	76/584,732	Apr. 5, 2004
RCN INTERACTION	76/584,731	Apr. 5, 2004
RCN POWER	76/568,015	Dec. 31, 2003
CHAMPIONING YOU. CHALLENGING THEM. Stylized Letters	76/560,537	Oct. 29, 2003
MEGAMODEM MACH 5	76/552,764	Oct. 1, 2003
MEGAMODEM MACH 3	76/552,763	Oct. 1, 2003
RCN ENTERTAINMENT	76/390,283	Oct. 10, 2001
A FEW 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 & 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
YOUR PHONE. YOUR VIDEO. YOUR NETWORK	2,196,192	Oct. 13, 1998
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
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

FIRST-LIEN 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 105 Carnegie Center, Princeton, NJ 08540, hereby grants to Deutsche Bank AG Cayman Islands Branch, 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 December 21, 2004 (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 21<sup>st</sup> day of  
December, 2004.

RCN TELECOM SERVICES, INC., Grantor

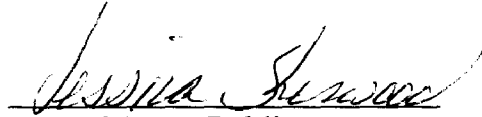
By: 

Name: Patrick T. Hogan

Title: Executive Vice President & Chief Financial Officer

STATE OF New York )  
COUNTY OF New York ) SS.:

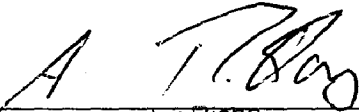
On this 21 day of December, 2004, before me personally came Patrick T. Hogan who, being by me duly sworn, did state as follows: that he is the Executive Vice President and Chief Financial Officer of RCN Telecom Services, Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


  
Notary Public

JESSICA SHERWOOD  
NOTARY PUBLIC, State of New York  
No. 01SH6096014  
Qualified in New York County  
Commission Expires July 21, 2007



DEUTSCHE BANK AG CAYMAN ISLANDS  
BRANCH, as First-Lien Collateral Agent and  
Grantee

By:   
Name: Alexander Richards  
Title: Vice President

By:   
Name: Gregory Shefrin  
Title: Director

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

On this 21<sup>st</sup> day of December, 2004, before me personally came \_\_\_\_\_  
Alexander Richarz who, being by me duly sworn, did state as follows: that [s]he is  
Vice President of Deutsche Bank AG Cayman Islands Branch, 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.

Adam Greenhouse  
Notary Public

ADAM GREENHOUSE  
Notary Public, State of New York  
No. 01GR6109518  
Qualified in New York County  
Commission Expires May 10, 2008

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

On this 21<sup>st</sup> day of December, 2004, before me personally came \_\_\_\_\_  
Gregory Shefrin who, being by me duly sworn, did state as follows: that [s]he is  
Director of Deutsche Bank AG Cayman Islands Branch, 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.

Adam Greenhouse  
Notary Public

ADAM GREENHOUSE  
Notary Public, State of New York  
No. 01GR6109518  
Qualified in New York County  
Commission Expires May 10, 2008