

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Merrill Lynch Capital Corporation, as Collateral Agent		08/24/2006	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	Level 3 Communications, Inc.
<b>Street Address:</b>	1025 Eldorado Boulevard
<b>City:</b>	Broomfield
<b>State/Country:</b>	COLORADO
<b>Postal Code:</b>	80021
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Level 3 Financing, Inc.
<b>Street Address:</b>	1025 Eldorado Boulevard
<b>City:</b>	Broomfield
<b>State/Country:</b>	COLORADO
<b>Postal Code:</b>	80021
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 49**

Property Type	Number	Word Mark
Registration Number:	2541309	{3}
Registration Number:	2826213	{ }
Registration Number:	2737623	{3}CENTER
Registration Number:	2595630	{3}CONNECT
Registration Number:	2487459	{3}CROSSROADS
Registration Number:	2602542	{3}LINK
Registration Number:	2559680	{3}VOICE

**CH \$1240.00 2541309**

Registration Number:	2655716	(3)WORKS
Registration Number:	2430425	BEYOND BANDWIDTH
Registration Number:	2466515	BIZCONNECT
Registration Number:	2648154	BLACK ROCKET
Registration Number:	2623270	
Registration Number:	2237047	GENUITY
Registration Number:	2237069	GENUITY
Registration Number:	2589767	GENUITY CHAMPIONSHIP
Registration Number:	2310939	
Registration Number:	2534362	HOPSCOTCH
Registration Number:	2439312	ISPARK
Registration Number:	2541500	LEVEL(3) COMMUNICATIONS
Registration Number:	2400493	LEVEL 3
Registration Number:	2598222	LEVEL 3 COMMUNICATIONS
Registration Number:	2534807	LEVEL 3 COMMUNICATIONS
Registration Number:	2832823	NETWORK PARTNER YOU CAN RELY ON
Registration Number:	2882178	ONTAP
Registration Number:	2655721	SITE PATROL
Registration Number:	2618945	THE NETWORK FOR TODAY AND TOMORROW
Registration Number:	2491138	VPN ADVANTAGE
Serial Number:	76330609	( )
Serial Number:	76330063	( )
Serial Number:	78295508	(3)FLEX
Serial Number:	78314189	(3)HUB
Serial Number:	78308975	(3)PLUS
Serial Number:	78355098	(3)TONE
Serial Number:	78284533	(3)VOIP
Serial Number:	78284586	(3)VOIP ENHANCED
Serial Number:	78284600	(3)VOIP MARKETPLACE
Serial Number:	78284618	(3)VOIP TOLL FREE
Serial Number:	78357445	EXTENDING YOUR BUSINESS, NOT YOUR EXPENSES
Serial Number:	78374666	HOMETONE
Serial Number:	78312696	LEVEL (3)
Serial Number:	78312701	LEVEL (3)
Serial Number:	78308108	LEVEL(3)ENABLED

Serial Number:	78311389	LEVEL (3) ENABLED
Serial Number:	78355180	LEVEL 3 ENHANCED SERVICES
Serial Number:	78400362	ONMAP
Serial Number:	78321570	THE VOICE PARTNER YOU CAN RELY ON
Serial Number:	78362982	TOTALLY METRO
Serial Number:	78390031	VOIP
Serial Number:	78295556	WHY DO THESE LEADING COMPANIES EXPECT SO MUCH FROM US? BECAUSE THEIR CUSTOMERS EXPECT SO MUCH FROM THEM.

**CORRESPONDENCE DATA**

Fax Number: (866)459-2899  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 202-783-2700  
Email: Oleh.Hereliuk@federalresearch.com  
Correspondent Name: CBC Companies dba Federal Research  
Address Line 1: 1023 Fifteenth Street, NW, Ste 401  
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Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	366391
NAME OF SUBMITTER:	Oleh Hereliuk
Signature:	/oh/
Date:	09/05/2006

Total Attachments: 6  
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Additional Receiving Party

Level 3 Financing, Inc., a DE Corporation

## U.S. TRADEMARK RELEASE OF SECURITY INTEREST

THIS RELEASE dated as of August 24, 2006, by Merrill Lynch Capital Corporation, as Collateral Agent and Administrative Agent (as defined below) for the Lenders. Terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement referred to below.

A. Reference is made to the Credit Agreement dated as of December 1, 2004 (as amended, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), among Level 3 Financing, Inc. (the "*Borrower*"), Level 3 Communications, Inc. ("*Level 3*"), the lenders from time to time party thereto (the "*Lenders*") and Merrill Lynch Capital Corporation (the "*Collateral Agent*"). Capitalized terms used herein without definition shall have the meanings specified in the Credit Agreement.

B. Reference is made to the Collateral Agreement, dated as of December 1, 2004 (the "*Collateral Agreement*"), among the Grantors (as defined in the Collateral Agreement) in favor of the Collateral Agent, pursuant to which, among other things, the Grantors granted a security interest to the Collateral Agent, for the benefit of certain secured parties named therein, in, among other things, the registered trademarks and pending trademark applications set forth on Annex I hereto (the "*Trademarks*"), which security interest was recorded with the United States Patent & Trademark Office.

C. In connection with the refiling of the Trademarks granted pursuant to the terms and conditions of the Collateral Agreement, the Collateral Agent hereby releases all of its right, title and interest in and to the Trademarks granted under the Collateral Agreement.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all the Collateral Agent's right, title and interest (including, without limitation, security interests) in and to the Trademarks pursuant to the Collateral Agreement shall automatically terminate as provided in the Collateral Agreement, including, without limitation, the Trademarks set forth on Annex I attached hereto.

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed by its duly authorized officer as of the day and year above written.

MERRILL LYNCH CAPITAL CORPORATION, as Collateral Agent,

By *Arminee Bowler*

Name: **Arminee H. Bowler**  
Title: **Vice President**

**TRADEMARKS**

**LEVEL 3 FINANCING, INC.**

DESCRIPTION	STATUS	SERIAL	REG. NO.	OWNER	FILING DATE	SECURITY INTEREST REEL/FRAME	ACKNOWLEDGEMENT REC'D
(3)	Registered	75/853,561	2541309	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
( ) Hollow	Pending	76/330,609		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
( ) Hollow	Registered	76/975,457	2826213	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
( ) Solid	pending	76/330,063		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Center	Registered	76/144,331	2737623	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Connect	Registered	76/130,740	2595630	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Crossroads	Registered	76/130,739	2487459	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Flex	Pending	78/295,508		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Hub	Published	78/314,189		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Link	Registered	76/173,196	2602542	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Plus	Pending	78/308,975		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Tone	Pending	78/355,098		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Voice	Registered	75/853,560	2559680	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)VOIP	Pending	78/284,533		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)VOIP Enhanced	Pending	78/284,586		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)VOIP Marketplace	Pending	78/284,600		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)VoIP Toll Free	Pending	78/284,618		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
(3)Works	Registered	76/194,280	2655716	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Almost As Good As Being There	common law mark						
Beyond Bandwidth	Registered	75/686,451	2430425	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Bizconnect	Registered	75/778,014	2466515	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Black Rocket	Registered	76/122,806	2648154	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Black Rocket	Registered	76/135,219	2623270	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Extending Your Business, Not Your Expenses	Published	78/357,445		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Genuity	Registered	75/081,054	2237047	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Genuity	Registered	75/098,995	2237069	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Genuity Championship	Registered	76/162,814	2589767	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Gold Bar	Registered	75/530,208	2310939	Level 3 Financing, Inc.	02/25/05	003124/0489	Y

DESCRIPTION	STATUS	SERIAL	REG. NO.	OWNER	FILING DATE	SECURITY INTEREST REEL/FRAME	ACKNOWLEDGEMENT REC'D
HomeTone	Pending	78/374,666		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Hopscotch	Registered	75/209,713	2534362	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
iSpark	Registered	75/693,419	2439312	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Level (3) Communications	Registered	75/981,405	2541500	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Level 3	Registered	75/401,075	2400493	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Level 3 Communications	Registered	75/395,922	2598222	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Level 3 Communications	Registered	75/981,322	2534807	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Level(3)	Pending	78/312,696		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Level(3)	Pending	78/312,701		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Level(3)Enabled	Pending	78/308,108		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Level(3)Enhanced Services	Pending	78/311,389		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Level(3)Enhanced Services	Pending	78/355,180		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Network Partner You Can Rely On	Registered	76/441,420	2832823	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
ONMAP	Pending	78/400,362		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
ONTAP	Registered	76/254,466	2882178	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Site Patrol	Registered	76/195,693	2655721	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
The Network for Today and Tomorrow	Registered	76/254,514	2618945	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
The Voice Partner You Can Rely On	Pending	78/321,570		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Totally Metro	Pending	78/362,982		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
VoIP	Pending	78/390,031		Level 3 Communications, Inc.	02/28/05	003130/0192	Y
VPN Advantage	Registered	75/594,353	2491138	Level 3 Communications, Inc.	02/28/05	003130/0192	Y
Why do these leading companies expect so much from us? Because their customers expect so much from them	Pending	78/295,556		Level 3 Communications, Inc.	02/28/05	003130/0192	Y