

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM414579

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SunTrust Bank, as administrative agent		02/01/2017	Chartered Bank: GEORGIA
RECEIVING PARTY DATA			
Name:	RCN Telecom Services, LLC		
Street Address:	650 College Road East, Suite 3100		
City:	Princeton		
State/Country:	NEW JERSEY		
Postal Code:	08540		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 45			
Property Type	Number	Word Mark	
Serial Number:	85616227	RCN	
Serial Number:	85616249	RCN BUSINESS	
Serial Number:	77625791	RCN GLOBAL PASSPORT	
Serial Number:	77617501	RCN BUSINESS SERVICES VOICE DATA VIDEO	
Serial Number:	77928024	RCN	
Serial Number:	77837586	COME HOME TO RCN	
Serial Number:	87080887	#FEELTHEGIG	
Serial Number:	87080882	FEELTHEGIG	
Serial Number:	87080878	#GOTTAGETTAGIG	
Serial Number:	87080875	GOTTAGETTAGIG	
Serial Number:	87080871	#GETTAGIG	
Serial Number:	87080867	GETTAGIG	
Serial Number:	77686221	RCN GLOBAL SAVER	
Serial Number:	78824118	RCN NEWS	
Registration Number:	3405859	RCN POWER	
Registration Number:	2471719	RCN	
Registration Number:	3119573	RCN	
Registration Number:	2715673	RCN	
Registration Number:	3400083	RCN MUSIC	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3474052	RCN MUSICTOGO
Registration Number:	3474051	RCN MUSICLIBRARY
Registration Number:	3474012	RCN QUICK CONNECT SUPPORT
Registration Number:	3433045	RCN 4
Registration Number:	3433044	RCN TV
Registration Number:	3562410	RCN TALKWARE
Registration Number:	3740986	RCN GLOBAL PASSPORT
Registration Number:	3764807	RCN GLOBAL PASSPORT
Registration Number:	3546300	RCN METRO
Registration Number:	3635277	RCN BUSINESS SERVICES
Registration Number:	3874243	STARPOWER HD
Registration Number:	3908685	THE WORLD AWAITS
Registration Number:	2509709	DIGITALVISION
Registration Number:	2907444	RESILINK
Registration Number:	2565483	MEGABAND
Registration Number:	2784025	ADDED ADVANTAGE
Registration Number:	3424489	MEGAMODEM MACH 20
Registration Number:	3424488	MEGAMODEM MACH 10
Registration Number:	3424487	MEGAMODEM MACH 5
Registration Number:	3424485	MEGAMODEM MACH 3
Registration Number:	3138085	CONNECT TO SOMETHING MORE
Registration Number:	2474734	STARPOWER
Registration Number:	3474115	DIGITALVISIONPLUS
Registration Number:	3292552	RCN WEBWATCH
Registration Number:	3662105	DIGITAL VISION BUSINESS
Registration Number:	3719510	ANALOG CRUSH

CORRESPONDENCE DATA

Fax Number: 888-325-91

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 617-239-0567

Email: carla.hines@lockelord.com

Correspondent Name: Carla Hines

Address Line 1: 111 Huntington Avenue

Address Line 2: Locke Lord LLP

Address Line 4: Boston, MASSACHUSETTS 02199

NAME OF SUBMITTER: Carla Hines

SIGNATURE: /s/ Carla Hines

DATE SIGNED:	02/02/2017
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Total Attachments: 5

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RELEASE OF TRADEMARK SECURITY INTEREST

This **RELEASE OF TRADEMARK SECURITY INTEREST** (this "Release"), dated as of February 1, 2017, is made by SunTrust Bank, as administrative agent (in such capacity, together with its successors and permitted assignees the (the "Administrative Agent"), in favor of RCN Telecom Services, LLC, a Delaware limited liability company (the "Grantor").

WHEREAS, the Grantor and the Administrative Agent are parties to that certain Amended and Restated Credit Agreement, dated as of March 1, 2013 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, in connection with the Credit Agreement, the Grantor and certain other grantors executed that certain Security Agreement, dated as of August 26, 2010 (as amended, restated, supplemented or otherwise modified from time to time the "Security Agreement"), and granted to the Administrative Agent a security interest in and to all of Grantor's right, title and interest in all trademarks, trademark registrations and trademark applications and any renewals thereof, including as set forth on Schedule A attached hereto, including the goodwill associated therewith (collectively, the "Trademarks") to secure the Secured Obligations (as defined in the Security Agreement);

WHEREAS, in furtherance of the Security Agreement, the Grantors executed a Trademark Security Agreement, dated August 26, 2010 (the "First Trademark Security Agreement") which was duly recorded on September 1, 2010, at Reel/Frame 4270/0800 in the United States Patent and Trademark Office;

WHEREAS, in furtherance of the Security Agreement, the Grantors executed a Trademark Security Agreement, dated March 1, 2013 (the "Second Trademark Security Agreement"; and together with the First Trademark Security Agreement, the "Trademark Security Agreements") which was duly recorded on March 1, 2013, at Reel/Frame 4973/0342 in the United States Patent and Trademark Office; and

WHEREAS, the Administrative Agent wishes to release and restore all right, title and interest in and dissolve those liens and encumbrances created by the Trademark Security Agreements and the Security Agreement with respect to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Administrative Agent hereby agrees and follows:


1. The Administrative Agent, without recourse or warranty, hereby absolutely, unconditionally and irrevocably terminates, releases, discharges, quitclaims and relinquishes unto the Grantors and its successors and assigns any and all security interests and liens the Administrative Agent has in, to and against the Trademarks. The Administrative Agent hereby grants, assigns and conveys to the Grantors any and all of its rights, title and interest in and to the Trademarks, and any right, title or interest of the Administrative Agent in such Trademarks shall hereby cease and become void.

2. The Administrative Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary and requested by Grantor and to cooperate and assist Grantor and its successors, assigns or other legal representatives to effect the release of the liens and security interest in the Trademarks, at Grantor's expense.
3. The Administrative Agent authorizes and requests that the United States Patent and Trademark Office record this Release.
4. THIS RELEASE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.
5. As used in this Release, the word "including" is not intended to be exclusive, or to limit the generality of the preceding words, and means "including, without limitation." Delivery of an executed signature page to this Release by facsimile or electronic (including .pdf file) transmission shall be as effective as delivery of a mutually signed counterpart of this Release.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Administrative Agent has caused this Release of Trademark Security Interest to be executed by its duly authorized representative as of the date first above written.

SUNTRUST BANK, as Administrative Agent

By: 
Name: MARSHALL T. MARPLE, III
Title: Duly Authorized Signatory

SCHEDULE A

U.S. Trademark Applications

<u>Mark</u>	<u>Reg. No.</u> <u>(Application No.)</u> ¹	<u>Reg. Date/</u> <u>Application Date</u>	<u>Owner/Applicant</u>
RCN & DESIGN	(85/616,227)*	May 3, 2012	RCN Telecom Services, LLC
RCN BUSINESS & DESIGN	(85/616,249)*	May 3, 2012	RCN Telecom Services, LLC
RCN GLOBAL PASSPORT & Design	(77/625,791)*	Dec. 3, 2008	RCN Telecom Services, LLC
RCN BUSINESS SERVICES	(77/617,501)	Nov. 19, 2008	RCN Telecom Services, LLC
RCN	(77/928,024)*	Feb. 4, 2010	RCN Telecom Services, LLC
COME HOME TO RCN	(77/837,586)	Sept. 29, 2009	RCN Telecom Services, LLC
#FEELTHEGIG	(87/080,887)*	June 22, 2016	RCN Telecom Services, LLC
FEELTHEGIG	(87/080,882)*	June 22, 2016	RCN Telecom Services, LLC
#GOTTAGETTAGIG	(87/080,878)*	June 22, 2016	RCN Telecom Services, LLC
GOTTAGETTAGIG	(87/080,875)*	June 22, 2016	RCN Telecom Services, LLC
#GETTAGIG	(87/080,871)*	June 22, 2016	RCN Telecom Services, LLC
GETTAGIG	(87/080,867)*	June 22, 2016	RCN Telecom Services, LLC
RCN GLOBAL SAVER	(77/686,221)*	Mar. 9, 2009	RCN Telecom Services, LLC
RCN NEWS & Design	(78/824,118)*	Feb.27,2006	RCN Telecom Services, LLC

U.S. Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u> <u>(Application No.)</u>	<u>Reg. Date/</u> <u>Application Date</u>	<u>Owner/Applicant</u>
RCN POWER	3,405,859	Apr. 01, 2008	RCN Telecom Services, LLC
RCN	2,471,719	Jul. 24, 2001	RCN Telecom Services, LLC
RCN & DESIGN	3,119,573	July 25, 2006	RCN Telecom Services, LLC
RCN	2,715,673	May 13,2003	RCN Telecom Services, LLC
RCN MUSIC & Design	3,400,083	Mar. 18, 2008	RCN Telecom Services, LLC
RCN MUSICTOGO	3,474,052	July 22, 2008	RCN Telecom Services, LLC
RCN MUSICLIBRARY	3,474,051	July 22, 2008	RCN Telecom Services, LLC
RCN QUICK CONNECT SUPPORT & Design	3,474,012	July 22, 2008	RCN Telecom Services, LLC
RCN 4 & Design	3,433,045	May 20,2008	RCN Telecom Services, LLC
RCN TV & Design	3,433,044	May 20,2008	RCN Telecom Services, LLC
RCNTALKWARE	3,562,410	Jan. 13,2009	RCN Telecom Services, LLC
RCN GLOBAL PASSPORT	3,740,986	Jan. 19,2010	RCN Telecom Services, LLC

¹ **Note to Draft:** Each trademark application number with an asterisk (*) is an intent-to-use trademark application filed in the United States Patent and Trademark Office, pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. Section 1051, and Grantor does not grant, nor has it granted, any security interest in any such trademark application for which an amendment to allege use or statement of use has not been filed and accepted by the United States Patent and Trademark Office.

RCN GLOBAL PASSPORT & Globe Design	3,764,807	Mar. 23, 2010	RCN Telecom Services, LLC
RCN METRO	3,546,300	Dec. 16, 2008	RCN Telecom Services, LLC
RCN BUSINESS SERVICES	3,635,277	June 9, 2009	RCN Telecom Services, LLC
STARPOWER HD	3,874,243	Nov. 9, 2010	RCN Telecom Services, LLC
THE WORLD AWAITS	3,908,685	Jan. 18, 2011	RCN Telecom Services, LLC
DIGITALVISION	2,509,709	Nov. 20, 2001	RCN Telecom Services, LLC
RESILINK	2,907,444	Dec. 7, 2004	RCN Telecom Services, LLC
MEGABAND	2,565,483	Apr. 30, 2002	RCN Telecom Services, LLC
ADDED ADVANTAGE	2,784,025	Nov. 18, 2003	RCN Telecom Services, LLC
MEGAMODEM MACH 20	3,424,489	May 6, 2008	RCN Telecom Services, LLC
MEGAMODEM MACH 10	3,424,488	May 6, 2008	RCN Telecom Services, LLC
MEGAMODEM MACH 5	3,424,487	May 6, 2008	RCN Telecom Services, LLC
MEGAMODEM MACH 3	3,424,485	May 6, 2008	RCN Telecom Services, LLC
CONNECT TO SOMETHING MORE	3,138,085	Sept. 5, 2006	RCN Telecom Services, LLC
STARPOWER	2,474,734	Aug. 7, 2001	RCN Telecom Services, LLC
DIGITALVISIONPLUS	3,474,115	July 22, 2008	RCN Telecom Services, LLC
RCN WEBWATCH	3,292,552	Sept. 18, 2007	RCN Telecom Services, LLC
DIGITAL VISION BUSINESS	3,662,105	July 28, 2009	RCN Telecom Services, LLC
ANALOG CRUSH	3,719,510	Dec. 1, 2009	RCN Telecom Services, LLC