

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

07-15-1998



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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

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7-6-98

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
\_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year  
06-09-98

Name RVP Development, L.L.C.

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other Limited Liability Corporation
- Citizenship/State of Incorporation/Organization the state of Michigan

Receiving Party

Mark if additional names of receiving parties attached

Name US EXCHANGE, L.L.C.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 20 Monroe Avenue, N.W.; Suite 450

Address (line 2) \_\_\_\_\_

Address (line 3) Grand Rapids Michigan 49503  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
  - Other Limited Liability Corporation
  - Citizenship/State of Incorporation/Organization the state of Michigan
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/148,902"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Barry C. Kane

4/3/98

Name of Person Signing

Signature

Date Signed

**TRADEMARK ASSIGNMENT**

WHEREAS, RVP Development Corporation, L.L.C. ("Assignor"), a Michigan corporation, having a place of business at 20 Monroe Avenue, N.W., Suite 450, Grand Rapids, Michigan 49503, owns certain security interests in the trademark and/or service mark applications in the United States Patent and Trademark Office under the following serial numbers:

<u>Service Mark</u>	<u>App. Serial No.</u>	<u>Filing Date</u>
US XCHANGE	75/148,902	08/12/96

WHEREAS, US XCHANGE, L.L.C. ("Assignee"), a Michigan limited liability corporation, having a place of business at 20 Monroe Avenue, N.W., Suite 450, Grand Rapids, Michigan 49503, is desirous of acquiring all the interest owned by Assignor.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee the entire right, title, and interest in, to and under the marks and the registrations thereof, all of which are listed above, together with the good will of the business in connection with which the trademarks are used.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed on this 9<sup>th</sup> day of June, 1998.

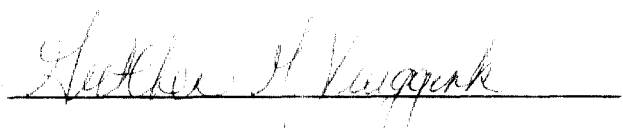
**RVP DEVELOPMENT CORPORATION, L.L.C.**



Richard Postma

STATE OF MICHIGAN    )  
                                  ) ss.  
COUNTY OF KENT        )

Subscribed and sworn to before me this 9<sup>th</sup> day of June, 1998.



Notary Public, Kent County, Michigan  
My commission expires: 12/21/00

GRETCHEN M. VRUGINK  
Notary Public, Kent County, MI  
My Commission Expires Dec. 21, 2002

1570

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
Date Received		(FOR BUREAU USE ONLY)
MAY 02 1997		

Name Jeffrey G. York		
Address 800 Calder Plaza Building 250 Monroe, N.W.		
City Grand Rapids	State MI	Zip Code 49503-2250

**FILED**

MAY 02 1997

Administrator  
MI DEPT. OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EEFFECTIVE DATE:

Document will be returned to the name and address you enter above

RESTATED ARTICLES OF INCORPORATION  
OF  
CASTLE ROCK COMMUNICATIONS, INC.

The undersigned corporation executes the following Restated Articles of Incorporation pursuant to the provisions of Section 641-643, Act 284, Public Acts of 1972, as amended:

1. The name of the Corporation is Castle Rock Communications, Inc.
2. The corporate identification number of this Corporation is 338-585.
3. The Corporation has had the following former names:
  - (a) Teledial America, Inc.
  - (b) Castle Pines Capital, Inc.
4. The date of filing of the original Articles of Incorporation was June 24, 1986.

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The following Restated Articles of Incorporation supersede the Articles of Incorporation, as amended, and the Restated Articles of Incorporation, as amended, and shall be the Articles of Incorporation for the Corporation:

## ARTICLE I

### NAME OF CORPORATION

The name of this corporation is:

RVP Development Corporation

## ARTICLE II

### CORPORATE PURPOSES

The corporation may engage in any activity within the purposes for which corporations may be organized under the Michigan Business Corporation Act.

## ARTICLE III

### AUTHORIZED CAPITAL

The total authorized capital stock is Fifty Thousand (50,000) shares of common stock with \$1.00 par value per share. The authorized shares of stock are all of one class with equal voting powers, and each share shall be equal with every other share.

## ARTICLE IV

### REGISTERED OFFICE AND RESIDENT AGENT

The street address and mailing address of the Registered Office is 20 Monroe Avenue, N.W., Suite 450, Grand Rapids, Michigan 49503. The name of the Resident Agent is Richard Postma.

**ARTICLE V**

**TERM OF CORPORATION**

The term of this corporation is perpetual.

**ARTICLE VI**

**LESS THAN UNANIMOUS  
SHAREHOLDER ACTION**

Any action required or permitted by the Michigan Business Corporation Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than ten (10) days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

## ARTICLE VII

### COMPROMISE, ARRANGEMENT, OR PLAN OF REORGANIZATION

When a compromise or arrangement, or a plan of reorganization of the corporation, is proposed between the corporation and its creditors, or any class of them, or between the corporation and its shareholders, or any class of them, a court of equity jurisdiction within the state, on application of the corporation, or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors, or class of creditors, or of the shareholders, or class of shareholders, to be affected by the proposed compromise, arrangement, or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise, arrangement, or reorganization, agree to a compromise or arrangement or to a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders, and also on the corporation.

## ARTICLE VIII

### LIMITED LIABILITY FOR DIRECTORS

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for a breach of the director's fiduciary duty, except for liability:

- (a) For any breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) For any acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (c) For any violation of Section 551(1) of the Michigan Business Corporation Act; or

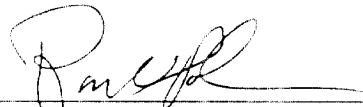
(d) For any transaction from which the director derived an improper personal benefit.

If, after this article has been adopted by the shareholders, the Michigan Business Corporation Act is amended to authorize corporate action to further eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Business Corporation Act, as amended.

Any modification of any provision in these articles inconsistent with this article shall not adversely affect any right or protection of a director of the corporation existing at the time of the modification.

These Restated Articles of Incorporation were adopted as of the 1st day of May, 1997, in accordance with the provisions of Section 407(2) of the Act by the unanimous written consent of all of the shareholders of the corporation.

Signed this 1st day of May, 1997.

By   
Ronald H. Vander Pol, President