

MRD 9-4-98

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

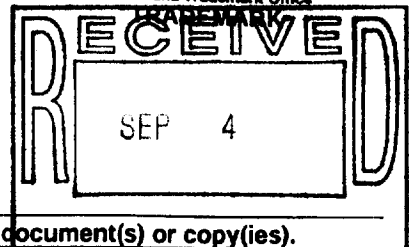
09-10-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office



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
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association

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.)

Other

Citizenship/State of Incorporation/Organization

09/09/1998 SSMITH 00000035 2115465
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FOR OFFICE USE ONLY

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

TRADEMARK
REEL: 1784 FRAME: 0948

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2115465"/>	<input type="text"/>	<input type="text"/>
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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.)

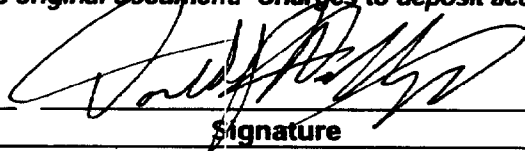
Deposit Account Number: #

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.

Don J. Hellwege
Name of Person Signing



Signature

8/25/98
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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

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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)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WILTEL COMMUNICATIONS, LLC", CHANGING ITS NAME FROM "WILTEL COMMUNICATIONS, LLC" TO "WILLIAMS COMMUNICATIONS SOLUTIONS, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 1998, AT 1:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2739289 8100

DATE: 8894781

981038643

01-30-98

TRADEMARK
REEL: 1784 FRAME: 0951

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF FORMATION

WilTel Communications, LLC a limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act (6 Del. C. 18-101, et seq.) DOES HEREBY CERTIFY:

FIRST: That the Members of said Company, by unanimous written consent dated January 9, 1998, adopted the following resolution, to be effective as of February 1, 1998:

RESOLVED: That the Limited Liability Company Agreement dated April 30, 1997 (the "Agreement") be amended by changing the first sentence of Article 3 so that as amended said Article shall be and read as follows:

The name of the Company is "Williams Communications Solutions, LLC", and all Company business may be conducted in that name or any other name that complies with applicable laws the Management Committee may select from time to time. The Company shall hold all of its property in the name of the Company and not in the name of any member,


and that any other reference in the Agreement to "WilTel Communications, LLC" shall be deemed to refer to "Williams Communications Solutions, LLC".

RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed in the name and on behalf of the Company, to take or cause to be taken, whether singly or collectively, all such further action as they, in their sole discretion, may deem necessary or advisable in order to effect the purposes and intent of the foregoing resolutions and to consummate the transactions contemplated thereby including the execution and filing of an Amended Certificate of Formation;

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of the Agreement and the Delaware Limited Liability Company Act (6 Del. C. 18-101, et seq.)

IN WITNESS WHEREOF, said WilTel Communications, LLC has caused this certificate to be signed by Lawrence C. Littlefield, Jr. its Senior Vice President, and attested by Donald J. Hellwege, its Assistant Secretary, this 9th of January, 1998.

WilTel Communications, LLC

By: 
Lawrence C. Littlefield, Jr.
Senior Vice President

ATTEST:

By: 
Donald J. Hellwege
Assistant Secretary

J:\LLCM\CERTAMEN.FOR

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WILLIAMS TELECOMMUNICATIONS SYSTEMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WILTEL COMMUNICATIONS, LLC" UNDER THE NAME OF "WILTEL COMMUNICATIONS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1997, AT 2:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2739289 8100M

971141043

AUTHENTICATION:

8444481

DATE:

04-30-97

TRADEMARK
REEL: 1784 FRAME: 0954

**CERTIFICATE OF MERGER
OF
WILLIAMS TELECOMMUNICATIONS SYSTEMS, INC.
INTO
WILTEL COMMUNICATIONS, LLC**

Pursuant to Title 8, Section 264(c) of the General Corporation Law of the State of Delaware (the "General Corporation Law") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned limited liability company does hereby certify:

FIRST: The name of the jurisdiction of formation or organization and domicile of each of the constituent entities which is to merge are as follows: WilTel Communications, LLC, a Delaware limited liability company, and Williams Telecommunications Systems, Inc., a Delaware corporation.

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged in accordance with Section 264(c) of the General Corporation Law and in accordance with Section 18-209 of the Act by: (i) Williams Telecommunications Systems, Inc. and (ii) WilTel Communications, LLC.

THIRD: The name of the surviving limited liability company is WilTel Communications, LLC.

FOURTH: The merger of Williams Telecommunications Systems, Inc. into WilTel Communications, LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement of Merger is on file at the principal place of business and an office of the surviving limited liability company. The address of the principal place of business and an office of the surviving limited liability company is One Williams Center, Tulsa, OK 74172.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of WilTel Communications, LLC and to any person holding an interest in Williams Telecommunications Systems, Inc.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, the 30th day of April, 1997.

WILTEL COMMUNICATIONS, LLC

BY: 

as Authorized Person

CERTMER.WTS