

MRD 5-13-99

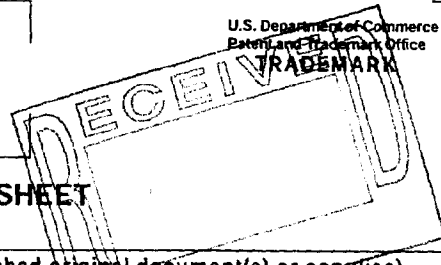
FORM Expires C OMB 061

05-19-1999



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U.S. Department of Commerce Patent and Trademark Office



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), Correction of PTO Error, Corrective Document

Conveyance Type

- Assignment, License, Security Agreement, Nunc Pro Tunc Assignment, Merger, Change of Name, Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date Month Day Year

Name Kiewit Diversified Group Inc.

1/16/98

Formerly

- Individual, General Partnership, Limited Partnership, Corporation, Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Level 3 Communications, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 1450 Infinite Drive

Address (line 2)

Address (line 3) Louisville City

Colorado / USA State/Country

80027 Zip Code

- Individual, General Partnership, Limited Partnership, Corporation, Association

Other

Citizenship/State of Incorporation/Organization Delaware

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.)

FOR OFFICE USE ONLY

05/18/1999 NTHA11 00000060 75379304

01 FC:481 40.00 OP
02 FC:482 775.00 OP

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="75379304"/>	<input type="text" value="75379315"/>	<input type="text" value="75379313"/>
<input type="text" value="75379509"/>	<input type="text" value="75379314"/>	<input type="text" value="75412868"/>
<input type="text" value="75379512"/>	<input type="text" value="75379306"/>	<input type="text" value="75379302"/>

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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.

Lon A. Licata

5/8/99

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

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Mark if additional names of conveying parties attached

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Month Day Year

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Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

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Registration Number(s)

75379318	75379320	75379300
75379309	75379305	75379324
75379322	75379303	75379310
75379307	75379513	75379311
75379321	75379510	75379508
75379308	75379688	75379301
75401075	75395922	75395923

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Registration Number(s)

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State of Delaware
Office of the Secretary of State PAGE 1

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 "KIEWIT DIVERSIFIED GROUP INC.", CHANGING ITS NAME FROM "KIEWIT DIVERSIFIED GROUP INC." TO "LEVEL 3 COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JANUARY, A.D. 1998, AT 3:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2077838 8100

981020466

AUTHENTICATION: 8874598

DATE: 01-20-98

TRADEMARK
REEL: 001897 FRAME: 0856

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
KIEWIT DIVERSIFIED GROUP INC.

I.

Pursuant to the provisions of the Delaware General Corporation Law, the Restated Certificate of Incorporation of Kiewit Diversified Group Inc., a Delaware corporation, is amended by deleting Article One in its entirety and replacing it with a new Article One as follows:

ARTICLE ONE
NAME

The name of the corporation is Level 3 Communications, Inc.

II.

The undersigned officers certify that said amendment (a) does not provide for an exchange, reclassification, or cancellation of issued shares, (b) was adopted on January 16, 1998, by the unanimous written consent of the shareholders and directors of the corporation, and (c) was duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

Dated as of this 16th day of January, 1998.

KIEWIT DIVERSIFIED GROUP INC.

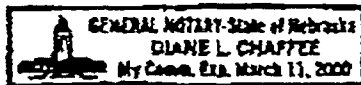
By: [Signature]
Name: James Q. Crowe
Title: President

By: [Signature]
Name: Terrence J. Ferguson
Title: Secretary

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 16th day of January, 1998, by James Q. Crowe and Terrence J. Ferguson, respectively the President and Secretary of Kiewit Diversified Group Inc., a Delaware corporation, on behalf of the corporation.

143863



[Signature]

TOTAL P. 05

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