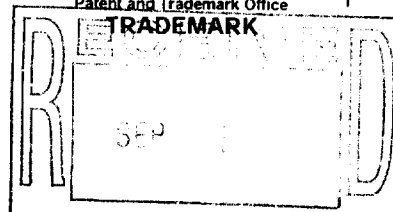


09-22-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



9.21.99 RG

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 # 101068174
- 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 Williams Telecommunications Systems, Inc.

Execution Date
Month Day Year
04301997

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 WilTel Communications, LLC

DBA/AK/A/T/A []

Composed of []

Address (line 1) 2800 Post Oak Blvd.

Address (line 2) []

Address (line 3) Houston

TX

77056

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Limited liability Company

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.)

Citizenship/State of Incorporation/Organization Delaware

09/22/1999 NTHA11 00000038 1828579

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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

TRADEMARK
REEL: 001961 FRAME: 0350

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1828579"/>	<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.

Donald J. Hellwege

Name of Person Signing

Signature

9/13/99

Date Signed

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.



Edward J. Freel

Edward J. Freel, Secretary of State

2739289 8100M

AUTHENTICATION:

8444481

971141043

DATE:

04-30-97

TRADEMARK

REEL: 001961 FRAME: 0352

**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