

Express Mail #

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Send original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

ALLTEL Mobile Communications, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name: ALLTEL Communications, Inc.

Internal Address: Legal Department

Street Address: One Allied Drive

City: Little Rock State: AR Zip: 72202

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)		
1,484,634	1,953,017	2,036,063
2,036,064	2,044,485	2,095,507

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Laurie Guinn

Internal Address: Legal Department

Street Address: One Allied Drive

City: Little Rock State: AR Zip: 72202

6. Total number of applications and registrations involved: _____

6

7. Total fee (37 CFR 3.41).....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

010486

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Laurie Guinn
Name of Person Signing

Signature

July 27, 2001
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/17/2001 LMUELLER 00000190 010486 1484634

01 FC:481 40.00 CH
02 FC:482 125.00 CH

TRADEMARK
REEL: 002350 FRAME: 0958

CERTIFICATE OF OWNERSHIP AND MERGER
ALLTEL MOBILE COMMUNICATIONS, INC.

ALLTEL Mobile Communications, Inc., a Delaware corporation (the "Company"), pursuant to Section 253 of the Delaware General Corporation Law, hereby certifies as follows:

FIRST: The Company shall be merged with and into ALLTEL Communications, Inc., a Delaware corporation (the "Subsidiary"), which is a wholly-owned subsidiary of the Company, with the Subsidiary being the surviving corporation.

SECOND: The Company owns all of the outstanding shares of each class of stock of the Subsidiary.

THIRD: Attached hereto as Exhibit A is a copy of the resolution of the Board of Directors of the Company to merge the Company with and into the Subsidiary, which was adopted on March 1, 2001.

FOURTH: The proposed merger has been approved by the sole stockholder of the Company.

FIFTH: This Certificate of Ownership and Merger shall be effective at 11:58 p.m. on July 2, 2001.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 15th day of June, 2001.

ALLTEL MOBILE COMMUNICATIONS, INC.

By: 

Kevin L. Beebe
Group President - Communications

EXHIBIT A

**RESOLUTIONS ADOPTED BY THE
BOARD OF DIRECTORS OF
ALLTEL MOBILE COMMUNICATIONS, INC.
(the "Company")**

March 1, 2001

WHEREAS, the Board of Directors of the Company believes it to be advisable and in the best interests of the Company and its shareholder to consummate the merger the Company with and into ALLTEL Communications, Inc., a Delaware corporation ("ACI");

NOW, THEREFORE, BE IT RESOLVED, that the merger of the Company with and into ACI, whereby all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind of the Company shall be transferred to, vested in and devolve upon ACI, be and it hereby is authorized and approved; and

RESOLVED FURTHER, that the issued and outstanding shares of capital stock of the Company shall be converted pro rata into shares of capital stock of ACI on surrender of any certificates representing capital stock of the Company, and such shares of capital stock of ACI shall be issued to the sole stockholder of the Company.

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver an agreement and plan of merger and all other documents, and take all further actions as they deem necessary or appropriate, to enter into and consummate the transactions contemplated by these resolutions.