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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

11-13-01

1. Name of conveying party(ies): **PCS PRIMECO, L.P.**

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

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

2. Name and address of receiving party(ies):

Name: PRIMECO PERSONAL COMMUNICATIONS, L.P.
 Internal Address: _____
 Street Address: One Pierce Place, Suite 1100
 City: Itasca State: IL ZIP: 60143

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: March 22, 1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **2,222,076 ; 2,222,074**

Additional numbers attached? Yes No

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

Name: Robyn Greenberg, Esq.
 Internal Address: Simpson Thacher & Bartlett

 Street Address: 425 Lexington Avenue

 City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attached 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.

Robyn Greenberg, Esq.
Name of Person Signing

Robyn Greenberg
Signature

11/9/01
Date

Total number of pages comprising cover sheet: 4

11/14/2001 6TOM11 00000045 2222076

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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

TRADEMARK
REEL: 002395 FRAME: 0474

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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 "PCS PRIMECO, L.P.", CHANGING ITS NAME FROM "PCS PRIMECO, L.P." TO "PRIMECO PERSONAL COMMUNICATIONS, L.P.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 1996, AT 8:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1399270

DATE: 10-19-01

TRADEMARK

REEL: 002395 FRAME: 0475

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PCS PRIMECO, L.P.**

The undersigned, desiring to amend the Certificate of Limited Partnership of PCS PRIMECO, L.P. pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the limited partnership is PCS PRIMECO, L.P.

SECOND: Article I of the Certificate of Limited Partnership shall be amended as follows:

"The name of the limited partnership is PrimeCo Personal Communications, L.P."

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership effective as of the 22nd day of March, 1996.

PCSCO PARTNERSHIP
a Delaware general partnership,
General Partner

By: Bell Atlantic Personal Communications, Inc.,
a Delaware corporation,
General Partner

By: 
Dennis Murphy, Chairman

NON-CONFIDENTIAL

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FROM CONF TRUST GOVERN DE

SCHEDULE A

TITLE	REGISTRATION NO./ APPLICATION NO.
PRIMECO PERSONAL COMMUNICATIONS AND DESIGN	2,222,076
PRIMECO PERSONAL COMMUNICATIONS	2,222,074