

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
Patent and Trademark Office

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

1. Name of conveying party(ies):

NewCom Technologies, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation Iowa
- Other

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

2. Name and Address of receiving party(ies)

McLeodUSA 1998 Mergeco Co.

**6400 C Street SW
Cedar Rapids, IA, 52401**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation Iowa
- 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

3. Nature of conveyance:

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

Execution Date: April 24, 1998

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

**2107017
2107018
2107506**

Additional numbers attached? Yes No

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

**Diane Vo-Verde, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90

Check enclosed

All fees and any deficiencies are authorized to be charged to Deposit Account (Our Reference 065890/1)

8. Deposit Account No. 19-2385

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.

Diane Vo-Verde

Diane Vo-Verde

May 6, 2002

Name

Signature

Date

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

216842-S
182288-NS

ARTICLES OF MERGER
OF
MCLEODUSA 1998 MERGECO CO.
(SURVIVING CORPORATION)
AND
NEWCOM TECHNOLOGIES, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1105 of the Iowa Business Corporation Act, the undersigned corporation adopts the following articles of merger.

1. The Plan of Merger ("Plan") is attached as Exhibit 1.

2. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan as to McLeodUSA 1998 Mergeco Co. is as follows:

<u>Designation Of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled To Be Cast On Amendment</u>
Common	1	1

3. The total number of undisputed votes cast for the Plan by each voting group of McLeodUSA 1998 Mergeco Co. was:

<u>Voting Group</u>	<u>Votes For</u>
Common	1

The number of votes cast for the Plan by each voting group was sufficient for approval by that voting group.

4. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan as to NewCom Technologies, Inc. is as follows:

<u>Designation Of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled To Be Cast On Amendment</u>
Common	246,643	246,643

(4)

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5. The total number of undisputed votes cast for the Plan by each voting group of NewCom Technologies, Inc. was:

<u>Voting Group</u>	<u>Votes For</u>
Common	246,643

The number of votes cast for the Plan by each voting group was sufficient for approval by that voting group.

6. Pursuant to the Plan of Merger, the existence of NewCom Technologies, Inc. is terminated and McLeodUSA 1998 Mergeco Co. is the surviving corporation.

Dated: April 24, 1998

MCLEODUSA 1998 MERGECO CO.

BY: 
Randall Rings, Secretary

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REEL: 002485 FRAME: 0653

**PLAN OF MERGER
OF MCLEODUSA 1998 MERGECO CO.,
(the Surviving Corporation)
AND
NEWCOM TECHNOLOGIES, INC.**

This Plan of Merger is entered as of April 24, 1998, by and between McLeodUSA 1998 Mergeco Co., an Iowa corporation ("*Mergeco*"), and NewCom Technologies, Inc., an Iowa corporation ("*Tech*"). Mergeco is a wholly-owned subsidiary of McLeodUSA Telecommunications Services, Inc., an Iowa corporation, which is a wholly-owned subsidiary of McLeodUSA, Inc., a Delaware corporation ("*McLeodUSA*").

RECITALS

A. Mergeco, Tech, , NewCom OSP Services, Inc., an Iowa corporation and McLeodUSA have entered into an Agreement and Plan of Reorganization, dated as of April 23, 1998 (the "*Agreement*"), that provides for the statutory merger of Tech with and into Mergeco.

B. The Boards of Directors of Mergeco, Tech and McLeodUSA have determined it to be advisable and in the respective interests of Mergeco, Tech and McLeodUSA and their shareholders that Tech be merged with and into Mergeco in a statutory merger (the "*Merger*") in accordance with the Iowa Business Corporation Act (the "*Iowa Act*") so that Mergeco will be the surviving corporation of the Merger and have directed that this Plan of Merger be submitted to the shareholders of Tech and Mergeco for approval.

NOW, THEREFORE, Tech and Mergeco hereby agree as follows:

1. THE MERGER.

At and upon the Effective Time, each of the following will occur: (a) the separate existence of Tech will cease and Tech will be merged with and into Mergeco, and Mergeco will be the surviving corporation of the Merger (the "*Surviving Corporation*"); (b) the Articles of Incorporation and Bylaws of Mergeco, as in effect immediately prior to the Effective Time, will continue unchanged and will be the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter duly amended; (c) the one share of common stock of Mergeco outstanding immediately prior to the Effective Time will remain an outstanding share of common stock of Mergeco owned by McLeodUSA Telecommunications Services, Inc. and will be unchanged; and (d) the Merger will have all of the effects provided by Section 1106 of the Iowa Act, from and after the Effective Time.

Exhibit I

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2. CONVERSION OF SHARES.

Each share of Tech Common Stock that is issued and outstanding immediately prior to the Effective Time will by virtue of the Merger and at the Effective Time, and without the need for any further action on the part of any holder thereof, be converted into cash, McLeod Common Stock and McLeod Options as provided in the Agreement.

3. SUBMISSION OF STOCKHOLDERS; EFFECTIVE DATE OF MERGER

This Plan of Merger shall be submitted to the stockholders of Tech and Mergeco for approval in accordance with the corporate laws of the State of Iowa. If this Plan of Merger is duly adopted by the shareholders of Tech and Mergeco and is not terminated, as soon as practicable after the conditions provided for in the Agreement have been satisfied or waived, Tech and Mergeco shall execute and file Articles of Merger with the Iowa Secretary of State and the Merger shall take effect upon the date and time of such filing.

4. CONSTRUCTION.

This Plan of Merger is subject to and shall be governed by and construed in accordance with the Agreement. As used in this Plan of Merger, capitalized terms shall have the meanings set forth in the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first above written.

MCLEODUSA 1998 MERGECO CO. NEWCOM TECHNOLOGIES, INC.

BY: _____

BY: _____

FILED
IOWA
SECRETARY OF STATE
4-24-98
4:17pm
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