

10-16-2002

Form PTO-1594
(Rev. 03/01)
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Tab settings



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

102250422

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

1. Name of conveying party(ies):
CINCINNATI BELL LONG DISTANCE INC *9-24-02*

- Individual(s)
- General Partnership
- Corporation-State
- 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: December 31, 2000

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

Internal Address:
Address:
Street Address: 201 East Fourth Street
City Cincinnati State OH Zip 45202

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State OHIO
- 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)

2,034,165 - MESSAGEPRO

Additional number(s) attached Yes No

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

Name: Kenneth B. Germain, Esq.

Internal Address:

Street Address: 201 East Fifth Street

City Cincinnati State OH Zip 45202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

9. 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.

Kenneth B. Germain

Name of Person Signing

KB Germain

Signature

28 August 2002 9-19-02

Date

Total number of pages including cover sheet, attachments, and document: 14

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

10/16/2002 DBYRNE 00000072 2034165

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40.00 DF



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

RECEIVED - Expedite this form
SECRETARY OF STATE Yes

2000 DEC 28 PM 3:22

CLIENT SERVICE CENTER

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:
Broadwing Telecommunications Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) for-profit corporation, charter number _____
- Domestic (Ohio) non-profit corporation, charter number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Delaware and licensed to transact business in the State of Ohio under license number 834772
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) limited liability company, with registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio. _____
- Domestic (Ohio) limited partnership, with registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio. _____
- Domestic (Ohio) partnership having limited liability, with the registration number _____

J. Kenneth Blackwell

Secretary of State

- Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
Cincinnati Bell Long Distance Inc. 631785	Ohio	corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Thomas E. Taylor	201 E. Fourth St.
(name)	(street and number)
Cincinnati	Ohio 45202
(city, village or township)	(state) (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective ~~at~~ at 11:59 p.m. on December 31, 2000 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

_____	_____
(name)	(street and number)
_____, Ohio	_____
(city, village or township)	(zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

J. Kenneth Blackwell

Secretary of State

Signature of Agent _____

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

No Change.

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change")

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

 (name) (street and number)
 _____, Ohio
 (city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

 (street address)

 (city, township, or village) (county) (state) (zip code)

J. Kenneth Blackwell
Secretary of State

(d.) The principal office location in the state of Ohio shall be:

(street address)

(city, township, or village) (county) (state) (zip code)
(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is _____

(b.) The name under which the limited liability company desires to transact business in Ohio is _____

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is _____

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address)

(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address)

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

J. Kenneth Blackwell
Secretary of State

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

(city, township, or village) _____ (county) _____ (state) _____ (zip code)
The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street name and number), Ohio _____
(city, village or township) _____ (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address)

(city, township, or village) _____ (state) _____ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name) _____ (street and number)
_____, Ohio _____
(city, village or township) _____ (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Cincinnati Bell Long Distance Inc.
(Exact name of entity)

Broadwing Telecommunications Inc.
(Exact name of entity)

By: *John F. Cassidy*
Its: John F. Cassidy, President and Chief
Date: _____
Operating Officer

By: *Richard G. Erlenberger*
Its: Richard G. Erlenberger, Chief
Date: _____
Executive Officer



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/11/2001	200101101106	MERGER/DOMESTIC (MER)	50.00	10.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

FROST, BROWN, TODD, LLC
ATTN: J. RADCLIFFE
10 WEST BROAD, STE 1000
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

834772

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

BROADWING TELECOMMUNICATIONS INC.

and, that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
200101101106



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 31st day of December,
A.D. 2000.

J. Kenneth Blackwell

Ohio Secretary of State

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/11/2001	200101101106	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

FROST, BROWN, TODD, LLC
ATTN: J. RADCLIFFE
10 WEST BROAD, STE 1000
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

631785

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CINCINNATI BELL LONG DISTANCE INC.

and, that said business records show the filing and recording of:

Document(s)
MERGED OUT OF EXISTENCE

Document No(s):
200101101106



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 31st day of December,
A.D. 2000.

J. Kenneth Blackwell
Ohio Secretary of State

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of)	
Cincinnati Bell Long Distance, Inc. for)	Case No. 00-1429-TP-ATR
Authority to Transfer Certain Assets to)	
Broadwing Local Services, Inc.)	

FINDING AND ORDER

The Commission finds:

- (1) On August 7, 2000, as subsequently amended on September 7, October 11, and November 15, and December 18, 2000, Cincinnati Bell Long Distance, Inc. (CBLD) filed an application requesting the Commission's approval to transfer certain local exchange assets from CBLD to Broadwing Local Services, Inc. (BLSI). CBLD is a facilities-based and resale provider of local exchange, local toll, and interexchange telecommunications services in Ohio. BLSI is authorized to provide resold competitive local exchange telecommunications services in the operating territory of Ameritech Ohio under Certificate No. 90-9160 approved in Case No. 00-1877-TP-ACE (December 11, 2000).
- (2) In November 1999, Cincinnati Bell Inc. acquired IXC Communications, Inc. and formed Broadwing Inc., a holding company with several diverse voice, data, and internet subsidiaries including CBLD and BLSI. This application arises out of the desire of Broadwing Inc. to consolidate the operations of CBLD and BLSI in order to create operating efficiencies. As a result of this consolidation, CBLD will cease serving customers as a competitive local exchange company and will, upon Commission approval of this transaction and a companion case on this week's agenda, namely, Case No. 00-1561-TP-ATR, relinquish its authority to operate as public utility in the state of Ohio. Subsequent to approval of this application, customers now subscribing to CBLD for local service will receive local service from BLSI.¹ Customers currently subscribing to long distance service from CBLD will receive long distance from Broadwing Telecommunications Inc. as a result of Case No. 00-1561-TP-ATR.
- (3) On September 11, 2000, BLSI's petition seeking a waiver of the carrier change provisions and requirements was granted

¹ In an amendment to this application filed on October 11, 2000, the applicant clarified that CBLD is transferring all of the local exchange service assets to BLSI except for the CBLD assets and customer base in the Mason Exchange area. The Mason Exchange assets are being transferred to Cincinnati Bell Telephone Company.

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by the Federal Communications Commission (FCC) in CC Docket No. 94-129. As part of the waiver process, the FCC found that BLSI's two-step customer notification process to advise the involved customers of the change of their local service provider was sufficient.

- (4) Upon approval of this application by this Commission, BLSI will send a letter to all affected CBLD customers. The letter will serve as notice of the transaction underlying this matter to all affected CBLD customers. It will inform them that, as a result of the asset transfer, CBLD will no longer be serving as their local exchange company service provider. It will indicate that, without taking action on their own, they will receive from BLSI the same service as was provided by CBLD under terms, conditions, and rates that are identical to the terms, conditions, and rates currently provided by CBLD.
- (5) After reviewing the application and supporting exhibits, the Commission concludes that the transfer of service from CBLD to BLSI does not appear to be unreasonable, improper, or contrary to the public interest. The Commission concludes, therefore, that the application should be approved.
- (6) As a result of this case and the companion case, Case No. 00-1561-TP-ATR, CBLD's certificate of public convenience and necessity number 90-9067 and CBLD's tariff are canceled and CBLD should be removed from the rolls of Commission regulated entities.

It is, therefore,

ORDERED, That the transfer of service requested by CBLD is approved in accordance with finding (5). It is, further,

ORDERED, That CBLD's operating authority is canceled in accordance with finding (6). It is, further,

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ORDERED, That a copy of this finding and order be served upon all parties of record.

THE PUBLIC UTILITIES COMMISSION OF OHIO

Alan R. Schriber, Chairman

Ronda Hartman Fergus

Judith A. Jones

Donald L. Mason

JRJ/vrm

Entered in the Journal
December 21, 2000

Gary E. Vigorito
Secretary

Signed by Commissioners
Schriber
Jones
Mason

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of)	
Cincinnati Bell Long Distance, Inc. for)	Case No. 00-1561-TP-ATR
Authority to Transfer Certain Assets to)	
Broadwing Telecommunications, Inc.)	

FINDING AND ORDER

The Commission finds:

- (1) On August 25, 2000, as subsequently amended on December 11 and December 18, 2000, Cincinnati Bell Long Distance, Inc. (CBLD) filed an application requesting the Commission's approval to transfer the long distance assets from CBLD to Broadwing Telecommunications, Inc. (BTI). CBLD is a facilities-based and resale provider of local exchange, local toll, and interexchange telecommunications services in Ohio. BTI is authorized to provide competitive telecommunications services throughout Ohio under Certificate No. 90-5815 approved in Case No. 00-17-CT-ZCN (January 7, 2000).
- (2) In November 1999, Cincinnati Bell Inc. acquired IXC Communications, Inc. and formed Broadwing Inc., a holding company with several diverse voice, data, and internet subsidiaries including CBLD and BTI. This application arises out of the desire of Broadwing Inc. to consolidate the operations of CBLD and BTI in order to create operating efficiencies. As a result of this consolidation, CBLD will cease serving customers as a competitive long distance company and will, upon Commission approval of this transaction and a companion case on this week's agenda, namely, Case No. 00-1429-TP-ATR, relinquish its authority to operate as public utility in the state of Ohio. Subsequent to approval of this application, customers now subscribing to CBLD for long distance service will receive long distance service from BTI. Customers currently subscribing to local exchange service from CBLD will receive local exchange service from Broadwing Local Services Inc. as a result of Case No. 00-1429-TP-ATR.
- (3) On March 31, 2000, BTI's petition seeking a waiver of the presubscribed interexchange carrier change authorization and verification requirements was granted by the Federal Communications Commission (FCC) in CC Docket No. 94-129.

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- (4) The aforementioned FCC authorization did not include the CBLD customers subscribed to CBLD's Cincinnati Bell Any Distance service. BTI argued to the FCC and to this Commission that the two-phase customer notification is not suitable in this instance and would unnecessarily cause customer confusion. BTI continued by arguing that customers would be confused because the service, Cincinnati Bell Any Distance, would not change from the customer's perspective. In fact, BTI maintained that nothing would change except that the involved customers would now receive long distance services from BTI. Given the transparency of the carrier change, BTI asserted that Cincinnati Bell Any Distance subscribers would be unnecessarily confused if they were to receive traditional carrier change notification letters.
- (5) After reviewing the application and supporting exhibits, the Commission concludes that the transfer of service from CBLD to BTI does not appear to be unreasonable, improper, or contrary to the public interest. The Commission concludes, therefore, that the application should be approved. Our decision is conditioned upon our understanding that the affected CBLD customers will receive the same or better rates from BTI than those customers currently receive from CBLD. In addition, the Commission finds that, under the unique circumstances presented by this matter including, but not limited to, the fact that this transaction will be transparent to the involved subscribers, customer notice to the subscribers of the Cincinnati Bell Any Distance service is not necessary.
- (6) The Commission also finds that the revised, proposed BTI tariffs filed on August 25, 2000, as amended on December 11, December 15, and December 18, 2000, are approved. BTI is directed to file final tariffs under the BTI TRF No. 90-5815.
- (7) As a result of this case and the companion case, Case No. 00-1429-TP-ATR, CBLD's certificate of public convenience and necessity number 90-5110 as well as CBLD's tariff are canceled and CBLD should be removed from the rolls of Commission regulated entities.

It is, therefore,

ORDERED, That the transfer of service requested by CBLD is approved in accordance with finding (5). It is, further,

ORDERED, That BTI's proposed tariffs, as subsequently amended, are approved in accordance with finding (6). It is, further,

00-1561-TP-ATR

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ORDERED. That BTI is authorized to file in final form, three complete printed copies of its final tariff consistent with this finding and order. BTI should file its tariff, under one cover letter, that references both this case number and its TRF case number. It is, further,

ORDERED. That the effective date of the revised tariff shall be a date not earlier than both the date of this finding and order and the date upon which three complete printed copies of final tariffs are filed with the Commission. It is, further,

ORDERED. That CBLD's operating authority is canceled in accordance with finding (7). It is, further,

ORDERED. That a copy of this finding and order be served upon all parties of record.

THE PUBLIC UTILITIES COMMISSION OF OHIO

Alan R. Schriber, Chairman

Ronda Hartman Fergus

Judith A. Jones

Donald L. Mason

JRJ/vrm

Entered in the Journal
December 21, 2000

Gary E. Vigorito
Secretary

Signed by Commissioners
Schriber
Jones
Mason

TOTAL P.06