

1-31-92

TRADEMARKS (



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To the Honorable Commissioner of Patents and Trademarks: Please re

102363219

.hereof.

2-10-03 OFFICE OF PUBLIC RECORDS

1. Name of conveying party(ies):
Saco River Cellular, Inc.

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

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

2. Name and address of receiving party(ies):
Name: RCC Atlantic, Inc.

Internal Address: _____
Street Address: 3905 Dakota Street SW
City: Alexandria State: MN ZIP: 56308

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Minnesota
 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: November 27, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No

B. Trademark Registration No.(s)
~~1,630,328; 2,059,526; 2,059,527; 2,071,979~~
2,110,028; 2,117,555; 2,265,953; 2,350,871

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Sara Evans Lear
Internal Address: Moss & Barnett
Street Address: 4800 Wells Fargo Center
90 South Seventh Street
City: Minneapolis State: MN ZIP: 55402-4129

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 502442
(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.
Sara Evans Lear
Name of Person Signing

Sara Evans Lear 2-4-03
Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

02/12/2003 ECDOPER 00000036 502442 1630328

01 FC:8521
02 FC:8522

40.00 CH
1751.00 CH

Do not detach this portion

Comments to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, DC 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011).

10A-230
②

**ARTICLES OF MERGER
OF
SACO RIVER CELLULAR, INC., A MAINE CORPORATION,
WITH AND INTO
RCC ATLANTIC, INC., A MINNESOTA CORPORATION**

The following Articles of Merger of **RCC Atlantic, Inc.**, a Minnesota corporation (the "Surviving Corporation"), and **Saco River Cellular, Inc.**, a Maine corporation (the "Merging Corporation"), have been prepared and are hereby being filed with the Minnesota Secretary of State pursuant to Minnesota Statutes Section 302A.615 and with the Maine Department of State pursuant to Maine 13-A MRSA §903. The Surviving Corporation and the Merging Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

1. **Plan of Merger.** A true and correct copy of the Plan of Merger by and between the Surviving Corporation and the Merging Corporation is attached hereto and incorporated herein by reference as **Exhibit A** ("Plan of Merger").

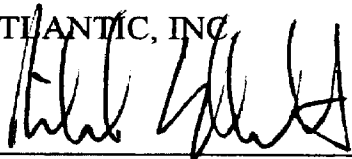
2. **Shareholder Approval.** The Plan of Merger has been approved by each of the Constituent Corporations. In accordance with Minnesota Statutes Section 302A.613, the Plan of Merger has been approved by the sole shareholder and all of the members of the Board of Directors of the Surviving Corporation, without a meeting, pursuant to Minnesota Statutes Sections 302A.441 and 302A.239, respectively, by authorizing the same in writing dated October 30, 2002, signed by the sole shareholder and all of the members of the Board of Directors of the Surviving Corporation. In accordance with Maine Statutes, the Plan of Merger has been approved by the sole shareholder and all of the members of the Board of Directors of the Merging Corporation, without a meeting, pursuant to Maine Statutes §§ 13-A.620 and 13-A.711, respectively, by authorizing the same in writing, dated October 30, 2002, signed by the sole shareholder and all of the members of the Board of Directors of the Merging Corporation.

3. **Effective Date.** The effective date of the Merger of the Constituent Corporations for purposes of Minnesota and Maine law shall be at 11:59 p.m. on December 31, 2002 eastern time.

The undersigned hereby certifies that the foregoing is true and accurate, and that he has the authority to sign these Articles of Merger on behalf of the Surviving Corporation.

Dated 11-27, 2002

RCC ATLANTIC, INC

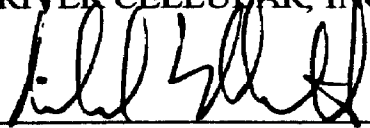
By 
Richard P. Ekstrand
Its President

057509

The undersigned hereby certifies that the foregoing is true and accurate and that he has the authority to sign these Articles of Merger on behalf of the Merging Corporation.

Dated 11-27, 2002

SACO RIVER CELLULAR, INC.

By 
Richard P. Ekstrand
Its President



PLAN OF MERGER

THIS PLAN OF MERGER, is made and entered into this 27 day of November, 2002, by and between SACO RIVER CELLULAR, INC., a Maine corporation (the "Merging Corporation"), and RCC ATLANTIC, INC., a Minnesota corporation (the "Surviving Corporation").

WHEREAS, the Merging Corporation and the Surviving Corporation (hereinafter sometimes referred to collectively as the "Constituent Corporations"), deem it advisable and in the best interest of the Constituent Corporations and their respective shareholders that the Merging Corporation merge itself with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, in accordance with the terms and conditions hereinafter set forth; and

WHEREAS, the Merging Corporation is duly organized, existing and in good standing under the Business Corporation Act of the State of Maine; and

WHEREAS, the Surviving Corporation is duly organized, existing and in good standing under the Business Corporation Act of the State of Minnesota; and

WHEREAS, one hundred percent (100%) of the issued and outstanding shares of common stock of the Merging Corporation are directly owned by Saco River Communications Corporation, a Maine corporation; and

NOW, THEREFORE, the Constituent Corporations, in consideration of the foregoing premises and the mutual covenants and agreements hereinafter set forth, have agreed and do hereby agree each with the other that the Merging Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

1. Merger.

1.1 **Merger of the Merging Corporation into the Surviving Corporation.** On the Effective Date (as defined in Section 1.2 hereof), the Merging Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, pursuant to the provisions of Maine Revised Statutes Title 13-A, Sections 904 and 906 (the "Merger"), and Minnesota Statutes Chapter 302A, Sections 601 and 651.

1.2 **Effective Time of Merger.** The Merger shall be effective upon the later of (i) 11:59 p.m. eastern time on December 31, 2002; or (ii) the date and time of filing of Articles of Merger (which shall include a copy of this Plan of Merger) with the office of each of the Maine and Minnesota Secretaries of State, or on such later date and time specified in the Articles of Merger (the "Effective Time").

2. Articles of Incorporation, By-Laws, Directors and Officers.

2.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, as the surviving corporation, until altered or amended as provided under the Minnesota Business Corporation Act.

2.2 By-Laws. Until altered, amended or repealed, the By-Laws of the Surviving Corporation in effect immediately prior to the Effective Time of the Merger shall continue to be the By-Laws of the Surviving Corporation, as the surviving corporation.

2.3 Directors and Officers. The directors and officers of the Surviving Corporation in office immediately prior to the Effective Time of the Merger shall continue to be the directors and officers, respectively, of the Surviving Corporation, as the surviving corporation, until the expiration of their terms as such or until their successor or successors shall be duly elected and qualify.

3. Conversion of Shares of Constituent Corporations.

3.1 Common Stock of the Merging Corporation. On the Effective Time of the Merger, all of the issued and outstanding shares of common stock of the Merging Corporation shall be surrendered to the Surviving Corporation for cancellation. There will be no conversion of any of the issued and outstanding shares of the Merging Corporation into securities of the Surviving Corporation or of any other corporation, or, in whole or in part, into money or other property.

3.2 Common Stock of the Surviving Corporation. None of the shares of the capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time of the Merger shall be converted as a result of the Merger, but all said shares shall continue to be all of the issued and outstanding share's of the Surviving Corporation, as the surviving corporation.

4. Compliance with Maine Law. The officers of the Surviving Corporation are hereby authorized and directed to prepare and execute Articles of Merger pursuant to Maine Revised Statutes, Title 13-A, Section 903 and Minnesota Statutes Chapter 302A, Section 615 and to file the same with the Maine and Minnesota Secretaries of State.

5. General.

5.1 Termination and Abandonment. At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and the Merger abandoned by the mutual written consent of each of the Constituent Corporations.

5.2 Amendment. This Plan of Merger may be amended at any time prior to the Effective Time with the mutual consent of the Boards of Directors (or equivalent governing body) of the Constituent Corporations.

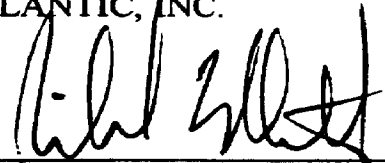
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5.3 **Headings.** The headings set forth herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan of Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the day, month and year first above written.

SURVIVING CORPORATION:

RCC ATLANTIC, INC.

By 

Its NICHAS INGRAHAM
PRESIDENT/CEO

MERGING CORPORATION:

SACO RIVER CELLULAR, INC.

By 

Its GR/COO

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC -2 2002


Secretary of State

State of Minnesota

1

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

ME: SACO RIVER CELLULAR, INC.

MN: RCC ATLANTIC, INC.

State of Formation and Name of Surviving Entity:

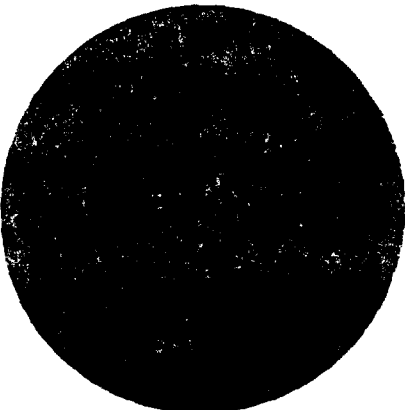
MN: RCC ATLANTIC, INC.

Effective Date of Merger: 12/31/02---11:59 P.M. EASTERN TIME

Name of Surviving Entity After Effective Date of Merger:

RCC ATLANTIC, INC.

This certificate has been issued on: 12/2/02



Mary Kiffmeyer
Secretary of State.

SARA EVANS LEAR
(612) 347-0364
E-Mail: LearS@moss-barnett.com

4800 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-4129
Telephone 612.347.0300
Facsimile 612.339.6686
www.moss-barnett.com

February 4, 2003

Box Assignments

Commissioner of Patents and Trademarks
Washington, DC 20231

Re: Mark: **STARCELLULAR, Plus Design**
Registration No.: 1,630,328
Registration Date: January 1, 1991

Mark: **STARCHOICE, Plus Design**
Registration No.: 2,059,526
Registration Date: May 6, 1997

Mark: **STARBUSINESS, Plus Design**
Registration No.: 2,059,527
Registration Date: May 6, 1997

Mark: **STARCELLULAR WIRELESS SOLUTIONS, Plus Design**
Registration No.: 2,071,979
Registration Date: June 17, 1997

Mark: **STARSECURITY, Plus Design**
Registration No.: 2,110,028
Registration Date: October 28, 1997

Mark: **STARPHONE, Plus Design**
Registration No.: 2,117,555
Registration Date: December 2, 1997

Mark: **STARPOINTS, Plus Design**
Registration No.: 2,265,953
Registration Date: August 3, 1999

Mark: **STARHANDI, Plus Design**
Registration No.: 2,350,871
Registration Date: May 16, 2000