

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Level 3 Financing, Inc.	(i)Structure, Inc.	05/13/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	(i)Structure, LLC
Doing Business As:	(i)Structure, LLC
Street Address:	1025 Eldorado Boulevard
City:	Broomfield
State/Country:	COLORADO
Postal Code:	80021
Entity Type:	limited liability company: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2598899	(I) STRUCTURE
Registration Number:	2764713	(I)

CORRESPONDENCE DATA	
Fax Number:	(720)888-5619
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	7208882536
Email:	dallas.martin@level3.com
Correspondent Name:	Dallas R. Martin
Address Line 1:	1025 Eldorado Boulevard
Address Line 4:	Broomfield, COLORADO 80021

NAME OF SUBMITTER:	Dallas R. Martin
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Total Attachments: 6
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SERVICE MARK ASSIGNMENT

WHEREAS, Level 3 Financing, Inc., formerly known as (i)Structure, Inc., a Delaware corporation, having its principal place of business at 1025 Eldorado Boulevard, Broomfield, CO 80021 ("Assignor"), is the owner of the registered service marks set forth in Exhibit A, attached hereto and incorporated herein by this reference, and any common law rights therein (the "Service Marks");

WHEREAS, the Certificate of Amendment setting forth Assignor's change of name from (i)Structure, Inc. to Level 3 Financing, Inc., a copy of which is attached hereto as Exhibit B and incorporated herein by this reference, was recorded in the Delaware Secretary of State's office on September 22, 2003; and

WHEREAS, Assignor desires to transfer, assign and set over to (i)Structure, LLC, a Delaware limited liability company, having its principal place of business at 1025 Eldorado Boulevard, Broomfield, CO 80021 ("Assignee") all of Assignor's right, title and interest in and to the Service Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Assignor hereby transfers, conveys, assigns, and sets over unto Assignee, its successors and assigns, Assignor's entire right, title and interest in and to the Service Marks, including, without limitation, all registrations and previous applications therefor and the right to apply for and register the Service Marks, in the United States of America and all foreign countries, together with the goodwill of Assignor's business in which the Service Marks are used and symbolized by the Service Marks, all common law and statutory rights related thereto, all rights of renewal and extension, and the right to recover for damages and profits for past infringements thereof.

2. Assignor agrees, at Assignee's request and without further consideration, to execute and deliver from time to time such instruments of transfer, conveyance, assignment and confirmation, and to perform any other reasonable acts that Assignee may reasonably request in order to more effectively transfer, convey and assign to Assignee all of Assignor's right, title, and interest in and to the Service Marks.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by Neil Eckstein, its Vice President and Assistant Secretary, this 13th day of May, 2004.

Assignor:
LEVEL 3 FINANCING, INC.

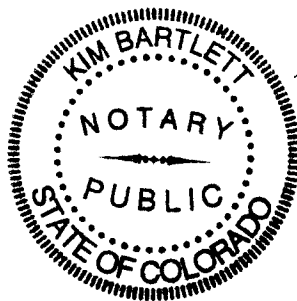
By:  _____

Name: Neil Eckstein

Title: Vice President and Assistant Secretary

State of Colorado)
) ss.
County of Broomfield)

Before me, a Notary Public within and for said County, personally appeared Neil Eckstein, the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed on this 13th day of May, 2004.



Kim Bartlett

Notary Public

My commission expires 9-30-06

EXHIBIT A

Mark	Class	Description	Serial No.	Registration No.	Filing Date
(i)STRUCTURE (stylized mark)	35	Database management	76-056,529	2,598,899	5-25-2000
(i)STRUCTURE (stylized mark)	42	Computer management services; computer consulting services	76-056,529	2,598,899	5-25-2000
(i) (stylized mark)	35	Database management	76-056,530	2,764,713	5-25-2000
(i) (stylized mark)	42	Computer management services; computer consulting services	76-056,530	2,764,713	5-25-2000

EXHIBIT B

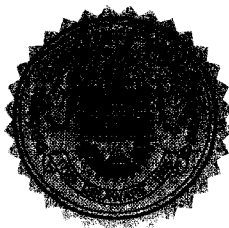
Delaware

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The First State

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 "(I)STRUCTURE, INC.", CHANGING ITS NAME FROM "(I)STRUCTURE, INC." TO "LEVEL 3 FINANCING, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003, AT 2:41 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2226502 8100

AUTHENTICATION: 2644897

030606716

DATE: 09-22-03

TRADEMARK

REEL: 002851 FRAME: 0184

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
(i)STRUCTURE, INC.**

(i)Structure, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Amended and Restated Certificate of Incorporation of (i)Structure, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

“ARTICLE FIRST
NAME”


The name of the Corporation (which is hereinafter referred to as the “Corporation”) is:
Level 3 Financing, Inc.”

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder of said corporation has given written consent to the amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under of by reason of said amendment.

IN WITNESS WHEREOF, said (i)Structure, Inc. has caused this certificate to be signed by Neil Eckstein, its Vice President and Assistant Secretary, this 22nd day of September, 2003.

BY: 
TITLE: Vice President and Assistant Secretary
NAME: Neil Eckstein