

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/27/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BTI Inc.		06/27/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Cincinnati Bell Any Distance Inc.
Street Address:	201 East Fourth Street
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45202
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1528760	EXECUTIVE CONNECTION
Registration Number:	1527386	CORPORATE CONNECTION

CORRESPONDENCE DATA

Fax Number: (513)651-6981
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 513-651-6430
 Email: nhickey@fbtlaw.com
 Correspondent Name: Nicole Vickroy Hickey
 Address Line 1: 201 East Fifth Street
 Address Line 4: Cincinnati, OHIO 45202

NAME OF SUBMITTER:	Nicole Vickroy Hickey
Signature:	/nicole vickroy hickey/
Date:	02/11/2005

TRADEMARK

OP \$65.00 1528760

Total Attachments: 2

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Delaware

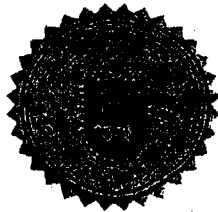
PAGE 1

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 MERGER, WHICH MERGES:

"CINCINNATI BELL ANY DISTANCE INC.", A OHIO CORPORATION, WITH AND INTO "BTI INC." UNDER THE NAME OF "CINCINNATI BELL ANY DISTANCE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003, AT 1:41 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

2145225 8100M

AUTHENTICATION: 2501118

030427080

DATE: 06-27-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:52 PM 06/27/2003
FILED 01:41 PM 06/27/2003
SRV 030427080 - 2145225 FILE

STATE OF DELAWARE

**CERTIFICATE OF MERGER OF
CINCINNATI BELL ANY DISTANCE INC.
INTO
BTI INC.**

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is BTI Inc. ("BTI"), Delaware corporation, and the name of the corporation being merged into this surviving corporation is Cincinnati Bell Any Distance Inc. ("CBAD"), an Ohio corporation.

SECOND: The Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of BTI and CBAD.

THIRD: The name of the surviving corporation shall be changed to Cincinnati Bell Any Distance Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of BTI shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The authorized capital stock of CBAD consists of 850 common shares without par value.

SIXTH: The merger of CBAD with and into BTI is to be effective upon filing of this Certificate with the Delaware Secretary of State.

SEVENTH: The executed Plan and Agreement of Merger is on file at 201 East Fourth Street, Cincinnati, Ohio 45202, the place of business of the surviving corporation.

EIGHTH: A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholders of the constituent corporations.

IN WITNESS WHEREOF, BTI Inc. has caused this Certificate to be signed by Kevin W. Mooney, its Chief Executive Officer, this 23rd day of June 2003.

BTI INC.

By: 
Kevin W. Mooney
Chief Executive Officer

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