

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Newsouth Communications Corp.		12/17/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Newsouth Holdings, Inc.
Street Address:	Two N. Main Street
City:	Greenville
State/Country:	SOUTH CAROLINA
Postal Code:	29601
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2569561	NEWSOUTH COMMUNICATIONS
Registration Number:	2444333	NEWSOUTH COMMUNICATIONS
Registration Number:	2259926	NEWSOUTH COMMUNICATIONS

**CORRESPONDENCE DATA**

Fax Number: (202)783-2331  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-626-6433  
 Email: barritt@fr.com  
 Correspondent Name: Keith Barritt  
 Address Line 1: 1425 K Street, N.W., Suite 1100  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Keith Barritt
Signature:	/Keith Barritt/

**CH \$90.00 2569561**

Date:

02/14/2005

Total Attachments: 2

source=newsouthholdings#page1.tif

source=newsouthholdings#page2.tif

# Delaware

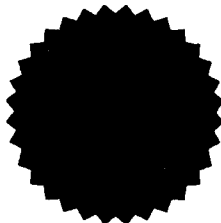
PAGE 1

*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 OWNERSHIP, WHICH MERGES:

"NEWSOUTH COMMUNICATIONS CORP.", A DELAWARE CORPORATION, WITH AND INTO "NEWSOUTH HOLDINGS, INC." UNDER THE NAME OF "NEWSOUTH HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2004, AT 5:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 11:45 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2909316 8100M

AUTHENTICATION: 3581396

040944985

DATE: 12-28-04

TRADEMARK  
REEL: 003028 FRAME: 0295

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:01 PM 12/23/2004  
FILED 05:01 PM 12/23/2004  
SRV 040938628 - 2909316 FILE

**CERTIFICATE OF OWNERSHIP  
MERGING  
NEWSOUTH COMMUNICATIONS CORP.  
INTO  
NEWSOUTH HOLDINGS, INC.**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

NewSouth Holdings, Inc. ("Holdings"), a corporation incorporated on the 16th day of June, 1998, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that Holdings owns 100% of the capital stock of NewSouth Communications Corp., a corporation incorporated on the 21st day of July, 1998, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted by unanimous written consent on the 17th day of December, 2004, determined to and did merge into itself said NewSouth Communications Corp., which resolutions are in the following words to wit:

WHEREAS, Holdings owns 100% of the issued and outstanding stock of NewSouth Communications Corp., a Delaware corporation ("NewSouth Comm").

WHEREAS, the undersigned deem it necessary and advisable that NewSouth Comm merge with and into Holdings.

NOW THEREFORE, BE IT RESOLVED, that NewSouth Comm merge with and into Holdings and Holdings shall assume all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of Holdings be and he is hereby directed to make and execute a Certificate of Ownership setting forth a copy of the resolutions to merge said NewSouth Comm and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be 11:45 p.m. E.S.T. December 31, 2004, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

RESOLVED, that the officers of Holdings be and they hereby are authorized and directed to execute, file and record the documents prescribed by the laws of the States of Delaware and South Carolina including but not limited to an Agreement of Merger, a Delaware Certificate of Merger and a South Carolina Certificate of Merger and cause to be performed all necessary acts within South Carolina and Delaware which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said NewSouth Holdings, Inc. has caused this certificate to be signed by David L. Solomon, an authorized officer this 17th day of December, 2004.

NEWSOUTH HOLDINGS, INC.

By           /s/ David L. Solomon            
David L. Solomon, Chairman of the Board

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