

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/17/2004

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: (314)259-2020
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 314-259-2000
 Email: mapaskar@bryancave.com
 Correspondent Name: Mark A. Paskar
 Address Line 1: One Metropolitan Square, 211 N. Broadway
 Address Line 2: Ste. 3600
 Address Line 4: St. Louis, MISSOURI 63102

NAME OF SUBMITTER:	Mark A. Paskar
--------------------	----------------

CH \$90.00 2569561

Signature:

/Mark Paskar/

Date:

02/14/2005

Total Attachments: 2

source=NewSouth Communications-NewSouth Holdings 1st Merger#page1.tif

source=NewSouth Communications-NewSouth Holdings 1st Merger#page2.tif

Delaware

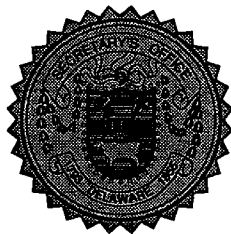
PAGE 1

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

AUTHENTICATION: 3581396

DATE: 12-28-04

2909316 8100M

040944985

TRADEMARK

REEL: 003028 FRAME: 0404

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

1972903.1

RECORDED: 02/14/2005

TRADEMARK
REEL: 003028 FRAME: 0405