

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Southwestern Bell Yellow Pages, Inc.		05/04/2012	CORPORATION: MISSOURI
RECEIVING PARTY DATA			
Name:	Southwestern Bell Yellow Pages, Inc.		
Street Address:	CORPORATION TRUST CENTER 1209 ORANGE ST		
City:	WILMINGTON		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1712446	PROJECT REDIRECTORY	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	rchou@kilpatricktownsend.com		
Correspondent Name:	Rosaleen H. Chou		
Address Line 1:	Two Embarcadero Center		
Address Line 2:	8th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	94564-843649		
NAME OF SUBMITTER:	Rosaleen H. Chou		
Signature:	/Rosaleen H. Chou/		

Date:

07/22/2013

Total Attachments: 8

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File Number:
F01226275
Date Filed: 05/04/2012
Robin Carnahan
Secretary of State

**CERTIFICATE OF CONVERSION
OF SOUTHWESTERN BELL YELLOW PAGES, INC.
UNDER § 351.409 OF THE MISSOURI REVISED STATUTES**

MAY 4, 2012

Pursuant to the provisions of § 351.409 of the Missouri Revised Statutes, the undersigned hereby certifies:

1. The name of the corporation is Southwestern Bell Yellow Pages, Inc. (the "Corporation").
2. The original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Missouri (the "Secretary of State") on December 18, 1991.
3. The Corporation shall be converted into Southwestern Bell Yellow Pages, Inc., a Delaware corporation (the "Conversion").
4. The Conversion has been approved in accordance with the provisions of Section 351.409 of the Missouri Revised Statutes.
5. The Corporation agrees that it may be served with process in the State of Missouri in any action, suit or proceeding for enforcement of any obligation of the Corporation arising while it was a corporation of the State of Missouri and irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process referred to in paragraph (5) shall be mailed by the Secretary of State is:

Southwestern Bell Yellow Pages LLC
Vice President and General Counsel
2247 Northlake Parkway
Tucker, GA 30084

State of Missouri
Conversion - General Business - Domestic 7 Page(s)



TRADEMARK
REEL: 005075 FRAME: 0967

In affirmation thereof, the facts stated above are true and correct as of the date first written above.

SOUTHWESTERN BELL YELLOW PAGES, INC.

By 

Name: José M. Gutiérrez

Title: President & CEO

[SWBYP MO Certificate of Conversion to DE Corp – Signature Page]

TRADEMARK
REEL: 005075 FRAME: 0968

TAXATION DIVISION
P O BOX 3666
JEFFERSON CITY MO 65105-3666



Missouri
DEPARTMENT OF REVENUE

Telephone: (573) 751-9268
Fax: (573) 522-1265
E-mail: taxclearance@dor.mo.gov

CERTIFICATE OF TAX CLEARANCE

SOUTHWESTERN BELL YELLOW PAGES
INC
ONE AT&T CENTER
ST LOUIS MO 63101

DATE: APRIL 26, 2012

MISSOURI CORPORATION CHARTER NUMBER: 00360399

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 5:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script that reads "Dwayne Maples".

Dwayne Maples
Administrator, Business Tax
Taxation Division

LS:DU0550

CBN001
201211700301128

TRADEMARK
REEL: 005075 FRAME: 0969



State of Missouri
 Robln Carnahan, Secretary of State

Corporations Division
 PO Box 778 / 600 W. Main St., Rm. 322
 Jefferson City, MO 65102

**Application for Certificate of Authority
 For a Foreign For-Profit Corporation**
(Submit with filing fee of \$155.00)

- The corporation's name is Southwestern Bell Yellow Pages, Inc.
 and it is organized and existing under the laws of Delaware
- The name it will use in Missouri is Southwestern Bell Yellow Pages, Inc.
- The date of its incorporation was 5/4/2012, and the period of its duration is perpetual
month/day/year
- The address of its principal place of business is One AT&T Center Suite 3600 St. Louis MO 63101
Address City/State/Zip
- The name and physical address of its registered agent and office in the State of Missouri is
C T Corporation System 120 South Central Avenue Clayton, MO 63105
Name Address City/State/Zip
- The specific purpose(s) of its business in Missouri are: to provide print and Internet directory publishing services

7. The name of its officers and directors and their business addresses are as follows:
- | Officers | Name | Address | City/State/Zip |
|----------------|--------------------------|---------|----------------|
| President | <u>See attached list</u> | | |
| Vice President | | | |
| Secretary | | | |
| Treasurer | | | |

- Board of Directors**
- | | |
|----------|--------------------------|
| Director | <u>See attached list</u> |
| Director | |
| Director | |
| Director | |
| Director | |

(Please see next page)

Name and address to return filed document: *	
Name	_____
Address:	_____
City, State, and Zip Code:	_____

Corp. 42 (11/2008)

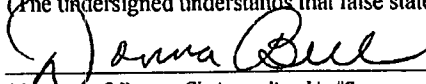
8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as

follows: _____

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Donna Bell	Assistant Secretary	5/4/2012
<i>Must be an Officer or Chairman listed in #7</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

Attachment

Southwestern Bell Yellow Pages Inc.

Directors	Address
John T. Stankey	208 S Akard Dallas, TX 75202
José M. Gutiérrez	208 S Akard Dallas, TX 75202

Officers	Title	Address
José Gutiérrez	President & CEO	208 S Akard Dallas, TX 75202
Gale Wickham	Sr. Vice Pres.-Adv. & Pub. Sales	One AT&T Center St. Louis, MO 63101
Mike Welch	Vice Pres.-Sales	One AT&T Center St. Louis, MO 63101
Matt Crowley	Vice Pres.-Sales Operations	One AT&T Center St. Louis, MO 63101
Greg Meineke	Vice Pres.-Internet Sales	200 Missionary Ridge Birmingham, AL 35242
Nancy Luna-Walker	Vice Pres.-National & Performance Marketing	101 Spear St. San Francisco, CA 94105
David Huntley	Sr. Vice Pres.-General Counsel & Secretary	208 S Akard Dallas, TX 75202
Tom Moore	Vice Pres.-Finance & Chief Financial Officer	One AT&T Center St. Louis, MO 63101
Henry K. Arnold	Vice Pres.-Operations	One AT&T Center St. Louis, MO 63101
Susan M. Prince	Vice Pres.-Customer Service	One AT&T Center St. Louis, MO 63101
Ken C. Ray	Vice Pres. & Chief Marketing Officer	2247 Northlake Parkway Tucker, GA 30084
Carl D. Forbis	Vice Pres.-Taxes	1010 N. St. Mary's San Antonio, TX 78215
Karen Diorio	Asst. Vice Pres.-Taxes	1 AT&T Way Bedminster, NJ 07920
Jonathan P. Klug	Treasurer	208 S Akard Dallas, TX 75202
Daniel V. James	Asst. Treasurer	208 S Akard Dallas, TX 75202
Sherri L. Bazan	Asst. Treasurer	208 S Akard Dallas, TX 75202
Donna K. Bell	Asst. Secretary	One AT&T Center St. Louis, MO 63101

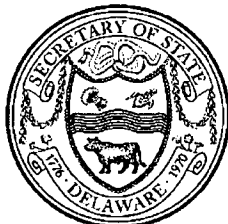
Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHWESTERN BELL YELLOW PAGES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF MAY, A.D. 2012.

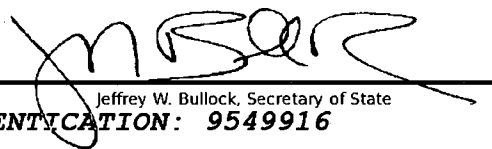
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



5149652 8300

120510932

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9549916

DATE: 05-04-12

TRADEMARK
REEL: 005075 FRAME: 0973

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

SOUTHWESTERN BELL YELLOW PAGES, INC. -- 00360399
CONVERTING INTO:
SOUTHWESTERN BELL YELLOW PAGES, INC. -- F01226275

Organized and existing under laws of Missouri and Delaware have been received, found to conform to Law and filed.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Conversion, certifying that the conversion of the aforementioned entity is effected, with

SOUTHWESTERN BELL YELLOW PAGES, INC. -- F01226275

as the newly formed corporation, pursuant to Chapter 351.408 RSMo.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
4th day of May, 2012.


Secretary of State

