

04-18-2000

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101303335

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

Handwritten: MMS
4/18/00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other: MERGER and NAME CHANGE
- License
- Nunc Pro Tunc Assignment
Effective Date: _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date:

Name: NEP, Inc.

3/30/2000

Formerly: _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other: _____
- Citizenship / State of Incorporation / Organization: Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name: Bell Atlantic Trademark Services LLC

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): 1320 North Court House Road

Address (line 2): 8th Floor

Address (line 3): Arlington VA 22201
City State / Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other: Limited Liability Company
- Citizenship / State of Incorporation / Organization: Delaware

If document is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.

04/19/2000 DCOATES 00000188 012510 76000095 FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 350.00 CH

04/19/2000 DCOATES 00000189 012510 76000095

01 FC:484

120.00 Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC. 20231

**TRADEMARK
REEL: 002021 FRAME: 0463**

Domestic Representative (for the first Receiving Party Only)

Name: _____

Address (line 1): _____

Address (line 2): _____

Address (line 3): _____

Address (line 4): _____

Correspondent Name and Address (for the first Receiving Party Only)

Name: Chris Wilson

Address (line 1): ARNOLD & PORTER

Address (line 2): 555 12th Street N.W.

Address (line 3): Suite 1229-A

Address (line 4): Washington, DC 20004-1202

Pages Enter the total number of pages of the attached conveyance document including any attachments: 7

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)

Registration Number(s)

76-000095, 76-000094, 75-933969, 75-933071,
75-931723, 75-851032, 75-833056, 75-833055,
75-799008, 75-799007, 75-799006, 75-799005,
75-799004, 75-799003, 75-799002

Number of Properties Enter the total number of properties involved: 15

Fee Amount Fee Amount for Properties Listed (37 C.F.R. 3.41) \$390.00

Method of Payment Enclosed Deposit Account

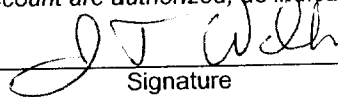
Deposit Account Number: 01-2510

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

James T. Walsh, Esq.
Name of Person Signing


Signature

4/17/2006
Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

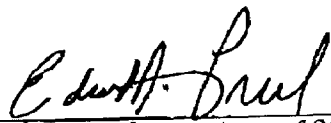
"NEP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BELL ATLANTIC VENTURES XXXV, LLC" UNDER THE NAME OF "BELL ATLANTIC TRADEMARK SERVICES LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2000, AT 4 O'CLOCK P.M.



3201056 8100M

001192140


Edward J. Freel, Secretary of State

AUTHENTICATION: 0382691

DATE: 04-14-00

04/14/00 FRI 14:51 [TX/RX NO 9111]

TRADEMARK
REEL: 002021 FRAME: 0465

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 03/30/2000
001164292 - 3201056

CERTIFICATE OF MERGER

OF

NEP, INC.
(a Delaware corporation)

WITH AND INTO

BELL ATLANTIC VENTURES XXXV, LLC
(a Delaware limited liability company)

Pursuant to Sections 103, 251(c) and 264(c) of the
Delaware General Corporation Law

and

Section 18-209 of the Delaware Limited Liability Company Act

Bell Atlantic Ventures XXXV, LLC, a Delaware limited liability company, which desires to have merged with and into itself, NEP, Inc., a Delaware corporation, pursuant to the provisions of Sections 251(c) and 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation and formation of the constituent entities to the Merger (the "Constituent Entities") are as follows:

<u>Name</u>	<u>State of Incorporation or Formation</u>
NEP, Inc.	Delaware
Bell Atlantic Ventures XXXV, LLC	Delaware

FROM CORPORATION TRUST WILMINGTON OFC.

. (FRI) 03. 31' 00 19:03/ST. 19:02/NO. 3561082228 P 3

SECOND: An Agreement and Plan of Merger, dated as of March 30, 2000, by and between the Constituent Entities (the "Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 251(c) and 264(c) of the Delaware General Corporation Law, and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The surviving entity shall be Bell Atlantic Ventures XXXV, LLC, a Delaware limited liability company (the "Surviving Entity"). The name of the surviving entity is hereby changed by amending Article I of the Certificate of Formation to read as follows: "The name of the limited liability company is Bell Atlantic Trademark Services LLC."

FOURTH: The merger of NEP, Inc. into Bell Atlantic Ventures XXXV, LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of the State of Delaware.

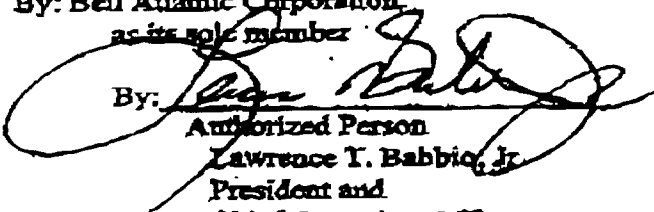
FIFTH: The executed Agreement is on file at the principal place of business of the Surviving Entity. The address of the principal place of business of the Surviving Entity is 1095 Avenue of the Americas, New York, NY 10036.

SIXTH: A copy of the executed Agreement will be furnished by the Surviving Entity, on request and without cost, to any stockholder or member of either of the Constituent Entities.

IN WITNESS WHEREOF, each of the parties has caused this Certificate of Merger to be signed by its authorized officer as of this 30th day of March, 2000.

BELL ATLANTIC VENTURES XXXV, LLC
a Delaware limited liability company

By: Bell Atlantic Corporation,
as its sole member

By: 
Authorized Person
Lawrence T. Babbio, Jr.
President and
Chief Operating Officer

*** TOTAL PAGE: 03 ***

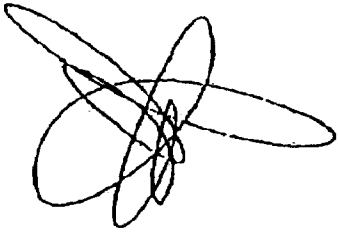
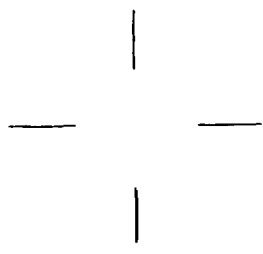
04/14/00 FRI 14:51 [TX/RX NO 91111

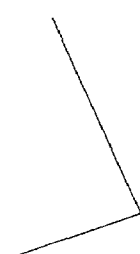



TRADEMARK
REEL: 002021 FRAME: 0467

NEP, Inc.

Federal Trademark Applications and Registrations

March 23, 2000

Mark	Status	Serial Number Date Filed	Registration # and Date	Filing Deadlines / Requirements
ASTEON	non-final office action mailed February 15, 2000	75/799,002 September 10, 1999		Office Action Response regarding the goods/services description due August 15, 2000.
CALADE	non-final office action mailed February 15, 2000	75/799,007 September 10, 1999		Office Action Response regarding the goods/services description due August 15, 2000.
CROSSPHERE	non-final office action mailed February 15, 2000	75/799,004 September 10, 1999		Office Action Response regarding the goods/services description due August 15, 2000.
	newly filed application (not yet assigned to an examiner)	75/833,056 October 28, 1999		
	newly filed application (not yet assigned to an examiner)	75/851,032 November 18, 1999		

Mark	Status	Serial Number Date Filed	Registration # and Date	Filing Deadlines / Requirements
	newly filed application (not yet assigned to an examiner)	75/833,055 October 28, 1999		
	newly filed application (not yet assigned to an examiner)	75/933,969 March 3, 2000		
EQUIVERSE	non-final office action mailed February 15, 2000	75/799,003 September 10, 1999		Office Action Response regarding the goods/services description due August 15, 2000.
EVENSTAR	non-final office action mailed February 15, 2000	75/799,006 September 10, 1999		Office Action Response regarding the goods/services description due August 15, 2000.
VERENCE	non-final office action mailed February 15, 2000	75/799,008 September 10, 1999		Office Action Response regarding the goods/services description due August 15, 2000.
VERIZON	non-final office action mailed February 15, 2000	75/799,005 September 10, 1999		Office Action Response regarding the goods/services description due August 15, 2000.
	newly filed application (not yet assigned to an examiner)	75/931,723 March 3, 2000		
	newly filed application (not yet assigned to an examiner)	75/933,071 March 3, 2000		
VERIZON COMMUNICATIONS	newly filed application (not yet assigned to an examiner)	76/000,094 March 14, 2000		

Mark	Status	Serial Number Date Filed	Registration # and Date	Filing Deadlines / Requirements
VERIZON WIRELESS	newly filed application (not yet assigned to an examiner)	76000,095 March 14, 2000		

Goods / Services Description for U.S. Applications

Class 9: telecommunications equipment, components, supplies and systems of all types; computer software; computers and computer-related equipment, components, supplies and systems of all types; television equipment, components, supplies and systems of all types; machine-readable, encoded cards, including telephone calling cards and credit cards; pagers; cable, switches and related equipment, components, supplies and systems of all types; equipment, components, supplies and systems of all types to transmit, receive or otherwise access communications networks; audio and video recordings

Class 16: printed matter; printed publications; instructional and teaching materials; directories; imprinted paper and plastic cards, including telephone calling cards and credit cards

Class 35: advertising services; promoting the goods and services of others; providing directory services to promote the goods and services of others; business management and consulting services in the field of telecommunications, advertising, information technology and related fields; providing information via telephone and other communications networks; billing services; data processing services; retail store services, catalog services, telephone-order services and electronic ordering services; equipment leasing services

Class 36: banking, financial and real estate services; credit card services; telephone calling-card services; electronic commerce services

Class 37: installation, maintenance and repair of telecommunications, computer hardware and software, audio, video and interactive equipment, components, supplies and systems, and related equipment, components, supplies and systems

Class 38: telecommunications services; transmission of voice, data, images, audio, video, and information via telephone, television and global communication networks, including the internet, and other means; personal communications services; pager services; leasing telecommunications equipment, components, systems and supplies; electronic mail services; television broadcasting services; providing news and information via telephone, television and global communications networks, including the internet; providing directory information via telephone, television and global communications networks

Class 41: educational and entertainment services; television and video production services; transmission and broadcast of audio and video programming of all types via telephone, television and global communications networks, including the internet, and other means; providing news, entertainment and information via telephone, television and global communications networks, including the internet, and other means; sponsoring sports, educational and entertainment programs and events

Class 42: providing multiple-user, interactive access to global communications networks, including the internet, to transmit, receive and otherwise access and use information; web page hosting services; web page design services; operating electronic information networks; electronic commerce services; consulting and design services in the field of information technology, computer programming, telecommunications and global communication networks, including the internet