

07-13-2000



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CONFERENCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 #

6-15-00

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002099 FRAME: 0325

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1813147"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

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.

Clay A. Tillack

Name of Person Signing



Signature

06-15-2000

Date Signed

IOWA

No. W00189351
Date: 09/04/1998

SECRETARY OF STATE

490 DP-000168002

MCLEODUSA TELECOMMUNICATIONS SERVICES, INC.

ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Merger

The document was filed on August 28, 1998, at 10:35 AM, to be effective as of August 28, 1998, at 10:35 AM.

The amount of \$50.00 was received in full payment of the filing fee.



Paul D. Pate

SECRETARY OF STATE



RECEIVED

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SECRETARY OF STATE 2

ARTICLES OF MERGER
OF
CONSOLIDATED COMMUNICATIONS TELECOM SERVICES INC.
INTO
MCLEODUSA TELECOMMUNICATIONS SERVICES, INC.

508923 MERG10 \$50.00 K00

TO THE SECRETARIES OF STATE OF THE STATE OF IOWA AND THE
STATE OF ILLINOIS:

Pursuant to Section 1105 of the Iowa Business Corporation Act, Consolidated
Communications Telecom Services Inc. and McLeodUSA Telecommunications
Services, Inc. adopt the following articles of merger.

1. The Plan of Merger ("Plan") is attached as Exhibit 1.
2. The designation, number of outstanding shares, and number of votes
entitled to be cast by each voting group entitled to vote separately on the Plan as to
each corporation is as follows:

CONSOLIDATED COMMUNICATIONS TELECOM SERVICES INC.

<u>Designation Of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled To Be Cast On Amendment</u>
Common	1,000	1,000

MCLEODUSA TELECOMMUNICATIONS SERVICES, INC.

<u>Designation Of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled To Be Cast On Amendment</u>
Common	1,000	1,000

The number of votes cast for the Plan by each voting group was sufficient for approval
by that voting group. The votes cast in favor of the Plan were unanimous.

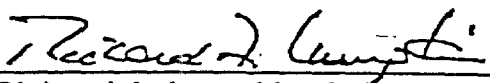
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3. - Consolidated Communications Telecom Services Inc. is merged into McLeodUSA Telecommunications Services, Inc. with McLeodUSA Telecommunications Services, Inc. as the surviving corporation.

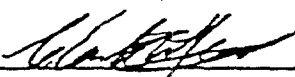
4. This merger shall become effective upon filing with the Secretary of the State of Iowa and the Secretary of the State of Illinois.

Dated: July 30, 1998

CONSOLIDATED COMMUNICATIONS
TELECOM SERVICES, INC.

By: 
Richard A. Lumpkin, Sole Director

MCLEODUSA TELECOMMUNICATIONS
SERVICES, INC.

By: 
Clark E. McLeod, Sole Director

PLAN OF MERGER

This Plan of Merger is entered as of August 28, 1998, by and between Consolidated Communications Telecom Services Inc., an Illinois corporation ("Consolidated"), and McLeodUSA Telecommunications Services, Inc., an Iowa corporation ("Telecommunications"). Consolidated and Telecommunications are wholly-owned subsidiaries of McLeodUSA Incorporated, a Delaware corporation ("McLeodUSA").

RECITALS

A. The Board of Directors of Consolidated and Telecommunications and the officers of McLeodUSA have determined it to be advisable that Consolidated be merged with and into Telecommunications in a statutory merger (the "Merger") in accordance with the Iowa Business Corporations Act (the "Iowa Act") so that Telecommunications will be the surviving corporation of the Merger and have directed that this Plan of Merger be submitted to the stockholders of Consolidated and Telecommunications for approval.

The parties agree as follows:

1. THE MERGER

1.1 The Merger. Subject to the terms and conditions of this Agreement, Consolidated will be merged with and into Telecommunications pursuant to this Agreement in accordance with applicable provisions of the laws of the State of Iowa and as a result of the merger all shares of Consolidated will be canceled and the only shares of Telecommunications are and will continue to be owned by McLeodUSA. Telecommunications will remain a wholly-owned subsidiary of McLeodUSA.

1.2 Effects of the Merger. In addition to the foregoing effects of the Merger, each of the following will occur: (a) the separate existence of Consolidated will cease and Consolidated will be merged with and into Telecommunications, and Telecommunications will be the surviving corporation of the Merger (the "Surviving Corporation"); (b) the Articles of Incorporation and Bylaws of Telecommunications will continue unchanged and will be the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter duly amended; (c) the shares of Consolidated common stock outstanding will, by virtue of the Merger and without any action on the part of any holder thereof, be canceled; (d) the shares of Telecommunications will continue to be owned by McLeodUSA; and (e) the Merger will have all of the effects provided by the Plan of Merger and applicable law.

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2. CLOSING MATTERS

2.1 Cancellation of Certificates. At the Closing, every share of Consolidated Common Stock will be surrendered to Telecommunications and the certificate(s) for such shares duly endorsed will be canceled.

3. SUBMISSION OF STOCKHOLDERS; EFFECTIVE DATE OF MERGER

This Plan of Merger shall be submitted to the stockholders of Consolidated and Telecommunications in accordance with the corporate laws of the State of Iowa and the State of Illinois. If this Plan of Merger is duly adopted by all shareholders entitled to vote of both Consolidated and Telecommunications and is not terminated, as soon as practicable after the conditions provided for in the Agreement have been satisfied or waived, Consolidated and Telecommunications shall execute and file such documents and take such other action as may be necessary or appropriate to effect the transactions contemplated by the Plan of Merger.

4. MISCELLANEOUS

4.1 Plan. The Plan and this Agreement are intended to be construed together in order to effectuate their purposes.

4.2 Assignment, Binding Upon Successors and Assigns. Neither party hereto may assign any of its rights or obligations under this Agreement without the prior written consent of the other party hereto, which consent may be withheld in such party's sole discretion. This Agreement will be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

4.3 Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Iowa (irrespective of its choice of law or conflict of laws principles).

4.4 Counterparts. This Agreement may be executed in two or more counterparts, each of which will be an original as regards any party whose signature appears thereon and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first above written.

CONSOLIDATED COMMUNICATIONS
TELECOM SERVICES, INC.

By: *Richard A. Lumpkin*
Richard A. Lumpkin, Sole Director

MCLEODUSA TELECOMMUNICATIONS
SERVICES, INC.

By: *Clark E. McLeod*
Clark E. McLeod, Sole Director

FILED
IOWA
SECRETARY OF STATE

8-28-98

10:35 am

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RECORDED: 06/15/2000

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