

06-08-1998

ET

Docket No.:

42015-01010

5-27-98

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attached original documents or copy thereof.

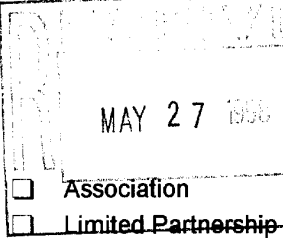
To the Honorable Commissioner of Pat.

1. Name of conveying party(ies):

U S WEST, Inc.
7800 East Orchard Road
Englewood, Colorado 80111

- Individual(s)
- General Partnership
- Corporation-State Colorado
- Other _____

Additional names(s) of conveying party(ies) attached? Yes No



- Association
- Limited Partnership

2. Name and address of receiving party(ies):

Name: U S WEST, Inc.

Internal Address: _____

Street Address: 7800 East Orchard Road

City: Englewood State: CO ZIP: 80111

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: August 17, 1995

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,100,454

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John R. Posthumus, Esq.

Internal Address: Holme Roberts & Owen LLP

Street Address: 1700 Lincoln Street, Suite 4100

City: Denver State: CO ZIP: 80203

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2665

DO NOT USE THIS SPACE

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40.00 OP

9. 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.

John R. Posthumus, Esq.

Name of Person Signing

Signature

May 22, 1998

Date

Total number of pages including cover sheet, attachments, and document:

5

TRADEMARK
REEL: 1756 TRADE 0428

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:

"U S WEST, INC.", A COLORADO CORPORATION,

WITH AND INTO "U S WEST, INC." UNDER THE NAME OF "U S WEST, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1995, AT 1:35 O' CLOCK P.M.



2506480 8100M
971418455

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8842367

DATE: 10-31-95

REEL: 1736 FRAME: 0429

CERTIFICATE OF MERGER

merging

U S WEST, INC.
(a Colorado corporation)

into

U S WEST, INC.
(a Delaware corporation)

pursuant to

SECTION 252 OF THE
GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, U S WEST, Inc., a Delaware corporation ("U S WEST"), hereby certifies the following information relating to the merger of U S WEST, Inc., a Colorado corporation ("U S WEST Colorado"), with and into U S WEST (the "Merger").

1. The names and states of incorporation of U S WEST and U S WEST Colorado, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
U S WEST, Inc.	Delaware
U S WEST, Inc.	Colorado

2. The Agreement and Plan of Merger, dated as of August 17, 1995 (the "Merger Agreement"), between U S WEST Colorado and U S WEST, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252(c) of the General Corporation Law of the State of Delaware.

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