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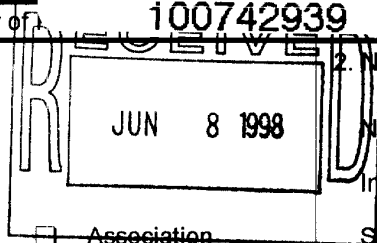
Docket No.:
42015-01010



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To the Honorable Commissioner of the attached original documents or copy thereof.



1. Name of conveying party(ies):
U S WEST, Inc.
7800 East Orchard Road
Englewood, Colorado 80111

2. Name and address of receiving party(ies):
Name: **U S WEST, Inc.**

Individual(s)
 General Partnership
 Corporation-State **Colorado**
 Other
Additional names(s) of conveying party(ies) attached? Yes No

Internal Address:
Street Address: **7800 East Orchard Road**
City: **Englewood** State: **CO** ZIP: **80111**

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other
 Merger
 Change of Name

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

Execution Date: **August 17, 1995**

4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,327,719
1,327,728
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: **2**
7. Total fee (37 CFR 3.41): \$ **\$65.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
08-2665

DO NOT USE THIS SPACE

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
John Posthumus Signature
June 1998
TRADEMARK
Total number of pages including cover sheet, attachments, and documents: **4**

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25.00 OP

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.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 8842367

DATE: 12-21-97
REEL: 1742 FRAME: 0825

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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3. The corporation surviving the Merger shall be U S WEST, Inc., a Delaware corporation (the "Surviving Corporation").

4. The Restated Certificate of Incorporation of U S WEST shall be the Restated Certificate of Incorporation of the Surviving Corporation.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 7800 East Orchard Road, Englewood, Colorado, 80111.


6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of U S WEST or shareholder of U S WEST Colorado.

7. The authorized capital stock of U S WEST Colorado consists of 2,000,000,000 shares of Common Stock, without par value, and 50,000,000 shares of Preferred Stock, par value \$1.00 per share.

8. The Merger shall become effective at 9:00 a.m., eastern standard time, on November 1, 1995.

IN WITNESS WHEREOF, U S WEST has caused this Certificate of Merger to be executed on the 31st day of October, 1995.

U S WEST, INC.
(a Delaware corporation)

By: 
Name: James T. Anderson
Title: Acting Executive Vice
President and Chief
Financial Officer