

MRP 6-10-98

07-13-1998

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0-51-0011 (exp. 4/94)
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TM05/REV03

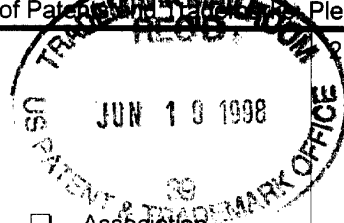


T
Y
Docket No.:

Tab settings

100762102

To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.



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

2. Name and address of receiving party(ies):
Name: MEDIAONE GROUP, INC.
Internal Address: Law Department

- Individual(s)
 - General Partnership
 - Corporation-State Delaware
 - Other
- Additional names(s) of conveying party(ies) Yes No

Street Address: 5613 DTC Parkway
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 designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: June 12, 1998

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

A. Trademark Application No.(s)
See Attached Schedule

B. Trademark Registration No.(s)
See Attached Schedule

Additional numbers Yes No

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

Name: Judson D. Cary, Esq.
Internal Address: MEDIAONE GROUP, Inc.
P.O. Box 4958
Englewood, CO 80155-4958
Street Address: 5613 DTC Parkway
Suite 700
City: Englewood State: CO ZIP: 80111

6. Total number of applications and registrations involved: 57

7. Total fee (37 CFR 3.41): \$ 1,440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
50-0598

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.

Judson D. Cary, Esq. June 19, 1998
Name of Person Signing Signature

Total number of pages including cover sheet, attachments and 9

1998079
 00000176 500598
 07/10/1998 TTUM11
 40.00 CH
 1400.00 CH
 01 FC:461
 02 FC:462

Schedule

ACROSS TECHNOLOGY	Class 16
Application. No. 74/698521, filed July 7, 1995	
Registration No. 1993079, registered August 13, 1996	
BUILT FOR THE COMMUNITY, BY THE COMMUNITY	Class 41
Application No. 75/323334, filed July 11, 1997	
CC AND DESIGN	Class 41
Application No. 75/006167, filed October 16, 1995	
Registration No. 2098124, registered September 16, 1997	
CHOICE 1 AND DESIGN	Class 38
Application. No. 75/123131, filed June 21, 1996	
Registration No. 2089046, registered August 19, 1997	
CONTINENTAL CABLEVISION	Class 38
Application No. 72/426056, filed June 1, 1972	
Registration No. 980578, registered March 12, 1974	
CONTINENTAL CABLEVISION AND DESIGN	Class 41
Application No. 75/006166, filed October 16, 1995	
Registration No. 2131006, registered January 20, 1998	
DIVE IN	Class 41,42
Application No. 75/157369, filed August 28, 1996	
DIVE IN----	Class 41
Application No. 75/157356, filed August 28, 1996	
DIVE IN (STYLIZED LETTERS)	Class 41,42
Application No.75/185453, filed October 22, 1996	
DIVE IN---- (STYLIZED LETTERS)	Class 41
Application No. 75/185679, filed October 22, 1996	
FOR THE COMMUNITY, BY THE COMMUNITY	Class 41
Application No. 75/323333, filed July 11, 1997	
GOTV	Class 41
Application No. 74/504192, filed March 23, 1994	
Registration No. 1995923, registered August 20, 1996	

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GOTV AND DESIGN Application No. 74/653620, filed March 30, 1995 Registration No. 1956374, registered February 13, 1996	Class 41
INNER CIRCLE Application No. 74/693983, filed June 26, 1995 Registration No. 2154020, registered April 28, 1998	Class 35, 38
MEDIA 1 Application. No. 74/134794, filed January 30, 1991 Registration No. 1718875, registered September 22, 1992	Class 41
MEDIA 1 Application No. 74/703876, filed July 21, 1995	Class 38
MEDIA 1 Application No. 75/977195, filed July 21, 1995 Registration No. 2159764, registered May 19, 1998	Class 38
MEDIA 1 Application. No. 75/070146, filed March 11, 1996 Registration No. 2113457, registered November 18, 1997	Class 41
MEDIA 1 Application No. 75/163972, filed September 10, 1996	Class 42
MEDIA 1 Application No. 75/247677, filed February 25, 1997	Class 16
MEDIA 1 Application No. 75/247676, filed February 25, 1997	Class 35
MEDIA 1 AND DESIGN Application No. 75/976432, filed October 12, 1995 Registration No. 2100454, registered September 23, 1997	Class 38
MEDIA 1 PRODUCTIONS Application No.75/070145, filed March 11, 1996	Class 41
MEDIA ONE Application No. 74/052045, filed April 23, 1990 Registration No. 1675275, registered February 11, 1992	Class 35

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MEDIAONE Application No. 74/698533, filed July 7, 1995 Registration No. 2091855, registered August 26, 1997	Class 38
MEDIAONE Application No. 75/163657, filed September 10, 1996	Class 42
MEDIAONE Application. No. 75/247675, filed February 25, 1997	Class 16
MEDIAONE Application No. 75/247678, filed February 25, 1997	Class 35
MEDIAONE Application No. 75/260278, filed March 19, 1997	Class 8,9,14,16,21,25,28
MEDIAONE Application. No. 75/260286, filed March 19, 1997	Class 18, 24
MEDIAONE (STYLIZED LETTERS) Application No. 75/261244, filed March 21, 1997	Class 16
MEDIAONE (STYLIZED LETTERS) Application No. 75/261223, filed March 21, 1997	Class 35
MEDIAONE (STYLIZED LETTERS) Application No. 75/263884, filed March 25, 1997	Class 38
MEDIAONE (STYLIZED LETTERS) Application No. 75/476663, filed April 29, 1998	Class 9,14,16,18,21,24,25,28
MEDIAONE AND DESIGN Application No.75/485953, filed May 15, 1998	Class 16
MEDIAONE AND DESIGN Application No. 75/485836, filed May 15, 1998	Class 35
MEDIAONE AND DESIGN Application No. 75/485828, filed May 15, 1998	Class 38
MEDIAONE AND DESIGN Application No. 75/486027, filed May 15, 1998	Class 9,14,16,18,21,24,25,28

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MEDIAONE EXPRESS Application No. 75/260277, filed March 19, 1997	Class 38
MEDIAONE EXPRESS (STYLIZED LETTERS) Application No. 75/260287, filed March 19, 1997	Class 38
MISCELLANEOUS DESIGN Application. No. 73/648534, filed March 9, 1987 Registration No. 1466665, registered November 24, 1987	Class 41
OUR QUALITY SHOWS Application No. 73/648616, filed March 9, 1987 Registration No. 1484676, registered April 12, 1988	Class 41
SAM Application No. 74/549592, filed July 12, 1994 Registration No. 1979192, registered June 11, 1996	Class 9,42
SAM AND DESIGN Application No. 74/553678, filed July 22, 1994 Registration No. 1957196, registered February 20, 1996	Class 9, 42
STAY TUNED Application. No. 74/722293, filed August 29, 1995 Registration No. 2052009, registered April 15, 1997	Class 38
STREAMCAST Application No. 75/315081, filed June 26, 1997	Class 38
THE BROADBAND WAY Application No. 75/195970, filed November 8, 1996	Class 38
THE BROADBAND WAY Application No. 75/194953, filed November 8, 1996	Class 42
THIS IS BROADBAND. THIS IS THE WAY Application No. 75/240698, filed February 12, 1997	Class 38
WATCHMARK Application No.75/274537, filed April 14, 1997	Class 9

Schedule

WATCHMARK CONFIGURE Application No. 75/294328, filed May 19, 1997	Class 9
WATCHMARK CONNECT Application No. 75/294345, filed May 19, 1997	Class 9
WATCHMARK CONTROL Application No. 75/294330, filed May 19, 1997	Class 9
WATCHMARK CORRELATE Application No. 75/294329, filed May 19, 1997	Class 9
WATCHMARK DESIGN Application No. 75/294344, filed May 19, 1997	Class 9
WATCHMARK PILOT Application No. 75/294327, filed May 19, 1997	Class 9
WATCHMARK RESOURCE Application No. 75/294331, filed May 19, 1997	Class 9

Office of the Secretary of State

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 AMENDMENT OF "U S WEST, INC.", CHANGING ITS NAME FROM "U S WEST, INC." TO "MEDIAONE GROUP, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JUNE, A.D. 1998, AT 3:20 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9137507

TRADEMARK

06-15-98

REEL: 1751 FRAME: 0118

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:20 PM 06/12/1998
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CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
U S WEST, INC.

Pursuant to Section 242 of the
Delaware General Corporation Law

The undersigned, Assistant Secretary of U S WEST, Inc., a Delaware corporation (the "Corporation"), does hereby certify that the stockholders of the Corporation duly approved the following amendment to the Corporation's Restated Certificate of Incorporation (the "Restated Certificate"), as heretofore amended, in accordance with the provisions of Section 242 of the Delaware General Corporation Law:

1. RESOLVED, that Article I of the Restated Certificate is hereby amended and restated in its entirety as follows.

ARTICLE I
NAME

The Name of the Corporation is MediaOne Group, Inc. (the "Corporation").

2. RESOLVED, that Subsection 2.1.2 of Article V of the Restated Certificate is hereby amended and restated in its entirety as follows:

"SECTION 2.1.2. *Limitation on Dividends on Media Stock* Dividends on Media Stock may be declared and paid only out of the lesser of (i) the funds of the Corporation legally available therefor and (ii) the Media Group Available Dividend Amount; *provided, however*, that the Corporation may declare and pay the dividend on Media Stock contemplated by Subsection 2.4.3(C) upon compliance with clause (i) of this Subsection 2.1.2. only and without regard to clause (ii)."

3. RESOLVED, that Subsection 2.4.3 of Article V of the Restated Certificate is hereby amended by adding to the end of such Subsection the following paragraph (C):

"(C) Notwithstanding the provisions of paragraphs (A) and (B) of subsection 2.4.3., the Board of Directors may, provided that there are funds of the Corporation legally available therefor (but without regard to the Communications Group Available Dividend Amount or the Media Group Available Dividend Amount), (i) redeem each of the issued and outstanding shares of Communications Stock for one share of common stock of a wholly-owned Subsidiary of the Corporation which holds, directly or indirectly, all of the assets and liabilities attributed to the Communications Group and certain other assets and liabilities including, without limitation, all of the outstanding capital stock of U S WEST Dex, Inc. ("New U S WEST") (which shares, in the aggregate together with such shares of common stock of New U S WEST as shall be issued to the holders of Media Stock in the transaction described in clause (ii) below will represent all of the outstanding shares of common stock of New U S WEST immediately following such redemption), and (ii) declare and pay a dividend upon each outstanding share of Media Stock payable in shares of common stock of New U S WEST (the transactions described in clauses (i) and (ii) being referred to collectively as the "Separation"), in each case in accordance with and on the terms and subject to the conditions of that certain Separation Agreement dated as of June 5, 1998 between the Corporation and USW-C, Inc. Notice of the Separation having been provided pursuant to the Corporation's Proxy Statement dated

TRADEMARK