

09-10-1998

Docket No.:



08-24-1998

100825438

U.S. Patent & TMOs/TM Mail Rpt. Dt. #10

Number of Patents and Trademarks: Please record the attached original documents or copy thereof.

MRP 8-24-98

1. Name of conveying party(ies):

U S WEST, Inc.
7800 E. Orchard Road
Englewood, CO 80111

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: June 12, 1998

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

Name: MEDIAONE GROUP, INC.

Internal Address: Law Department

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

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

09/10/1998 JSMBRAZZ 0000075 500598 74698521

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 1400.00 CH

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.

Name of Person Signing

Signature

June 19, 1998

Date

Total number of pages including cover sheet, attachments, and

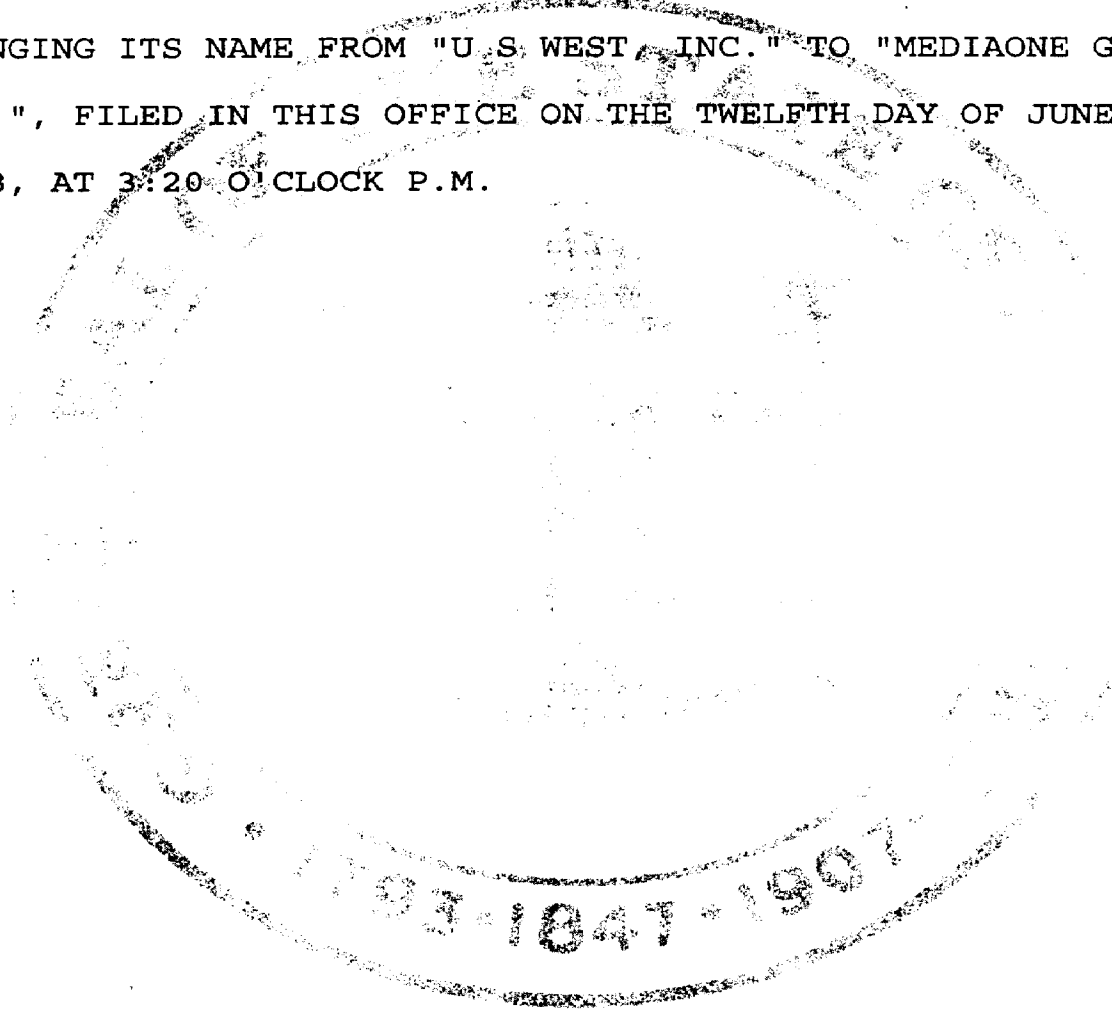
9

Schedule

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

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.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2506480 8100

DATE: 9137507

981229709

06-15-98

TRADEMARK
REEL: 1784 FRAME: 0934

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

April 20, 1998, the provisions of paragraphs (F) and (J) of subsection 2.4.5 shall not be applicable to the transactions contemplated by this paragraph (C) of subsection 2.4.3."

4. RESOLVED, that Clauses (F) and (J) of Subsection 2.4.5 of Article V of the Restated Certificate (Notice and Other Provisions) are hereby amended by adding to the end of each such clause the following:

"The provisions of this subsection shall not apply to the transactions contemplated by clause (C) of subsection 2.4.3."

IN WITNESS WHEREOF, the undersigned does hereby make this certificate, hereby declaring and certifying that this is the act and deed of the Corporation and the facts herein stated are true and, accordingly, has executed this certificate as of this 12th day of June, 1998.

U S WEST, INC.

By: 

Name: Stephen E. Briz

Title: Assistant Secretary