

TRA



100935348

Tab settings

To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):

U S WEST, INC.  
7800 E. Orchard Rd.  
Englewood, CO 80111

MKD  
6/18/98

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

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: 6/12/98

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

Name: MEDIAONE GROUP, INC.  
 Internal Address: Law Department  
 Street Address: 188 Inverness Drive West  
 City: Englewood State: CO ZIP: 80112

- 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: Peter J. Kinsella  
 Internal Address: U S WEST, Inc.  
Law Department  
 Street Address: 7800 E. Orchard Rd., #490  
 City: Englewood State: CO ZIP: 80111

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

314

7. Total fee (37 CFR 3.41):.....\$ 7,865.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

21-0456

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.

Peter J. Kinsella, Esq.

Name of Person Signing

Signature

6/18/98

Date

Total number of pages including cover sheet, attachments, and

12

SCHEDULE

| Trade Name                                    | Application Number | File Date |
|---|--------------------|-----------|
| INTERACT (STYLIZED LETTERS)                   | 75/208650          | 05-Dec-96 |
| INTERPRISE MEGABIT SERVICES                   | 75/353340          | 08-Sep-97 |
| 1 + 2 GROWING CONNECTIONS PACKAGE             | 75/257338          | 14-Mar-97 |
| 1 800 99CENTS                                 | 75/458628          | 27-Mar-98 |
| 2 + 3 GROWING CONNECTIONS PACKAGE             | 75/257503          | 14-Mar-97 |
| 3 + 4 GROWING CONNECTIONS PACKAGE             | 75/257574          | 14-Mar-97 |
| ACCESS TO A BETTER WEEKEND                    | 75/441915          | 27-Feb-98 |
| ACCESS2                                       | 75/258651          | 17-Mar-97 |
| ACCESS2                                       | 75/259715          | 17-Mar-97 |
| ACCESS2 ADVANCED PCS FROM U S WEST            | 75/318255          | 02-Jul-97 |
| ACCESS2 ADVANCED PCS FROM U S WEST            | 75/318373          | 02-Jul-97 |
| ACCESS2 ADVANCED PCS FROM U S WEST (Stylized) | 75/318725          | 02-Jul-97 |
| ACCESS2 ADVANCED PCS FROM U S WEST (Stylized) | 75/318609          | 02-Jul-97 |
| ADMINTRACK                                    | 75/239944          | 11-Feb-97 |
| ALWAYS BETTER                                 | 75/398987          | 02-Dec-97 |
| ALWAYS BETTER WITH DESIGN                     | 75/398975          | 02-Dec-97 |
| BEST MOVES                                    | 75/379391          | 27-Oct-97 |
| BEST SELECTIONS                               | 75/386563          | 07-Nov-97 |
| BETTER DEAL                                   | 75/343888          | 20-Aug-97 |
| BIG LOCAL                                     | 75/386562          | 07-Nov-97 |
| BUILDING YOUR BUSINESS IS OUR BUSINESS        | 75/407170          | 17-Dec-97 |
| CALL FOLLOWING                                | 75/386194          | 06-Nov-97 |
| CALL GRAPHICS                                 | 75/385879          | 06-Nov-97 |
| CALL GRAPHICS                                 | 75/385877          | 06-Nov-97 |
| CALLCURFEW                                    | 74/678440          | 22-May-95 |
| CALLCURFEW                                    | 75/430402          | 07-Feb-98 |
| CELL TRACE PLUS                               | 75/386476          | 07-Nov-97 |
| CELLTRACE                                     | 75/265723          | 28-Mar-97 |
| CENTREX PRIME                                 | 75/410400          | 23-Dec-97 |
| CHANGING THE SHAPE OF MONEY                   | 75/268712          | 03-Apr-97 |
| CITYCALLER                                    | 75/035777          | 22-Dec-95 |
| CLIENT SERVICE PRODUCT SOLUTION               | 75/257517          | 14-Mar-97 |
| CO-LAN  | 75/003999          | 11-Oct-95 |
| CONNECTED SCHOOLS                             | 75/391534          | 17-Nov-97 |
| CONNECTED SCHOOLS                             | 75/390936          | 17-Nov-97 |
| CONNECTING OUR COMMUNITIES                    | 75/485958          | 15-May-98 |
| CREATING A WORKSTYLE TO FIT YOUR LIFESTYLE    | 75/487851          | 19-May-98 |
| CUSTOMCHOICE                                  | 75/269391          | 04-Apr-97 |
| CUSTOMER SERVICES PRODUCT SOLUTION            | 75/257516          | 14-Mar-97 |
| DATASTOP                                      | 75/293637          | 16-May-97 |
| DATASTOP                                      | 75/293344          | 16-May-97 |
| DATASTOP AND DESIGN                           | 73/388505          | 12-Nov-97 |
| DATASTOP AND DESIGN                           | 75/388247          | 12-Nov-97 |
| EASYSERV                                      | 75/003998          | 11-Oct-95 |
| FEATURE + UPGRADE PACKAGE                     | 75/218227          | 23-Dec-96 |
| FINDME  | 75/477823          | 01-May-98 |
| FINDME  | 74/520251          | 05-May-94 |
| GROWING CONNECTIONS PACKAGES                  | 75/257336          | 14-Mar-97 |
| HOME OFFICE NETWORK FROM U S WEST             | 75/114664          | 05-Jun-96 |
| I-CALLED SERVICE                              | 75/082241          | 01-Apr-96 |
| INNOVATIVE SOLUTIONS FOR BUSINESS             | 74/409577          | 06-Jul-93 |
| INTERCONNECT - SLOGAN                         | 74/432460          | 07-Sep-93 |
| ISDN ONEPAK                                   | 75/355923          | 10-Sep-97 |
| ISDN ONEPAK                                   | 75/356418          | 10-Sep-97 |
| ISDN ONEPAK LAN                               | 75/407667          | 17-Dec-97 |
| ISDN ONEPAK LAN                               | 75/407784          | 17-Dec-97 |
| ISDN ONEPAK PRO                               | 75/407785          | 17-Dec-97 |
| ISDN ONEPAK PRO                               | 75/407666          | 17-Dec-97 |
| ISDN ONEPAK PROFESSIONAL                      | 75/407775          | 17-Dec-97 |
| ISDN ONEPAK PROFESSIONAL                      | 75/407776          | 17-Dec-97 |
| JOB SITE PRODUCT SOLUTION                     | 75/257337          | 14-Mar-97 |
| KEEP TRYING                                   | 75/393093          | 19-Nov-97 |

SCHEDULE

UNITED STATES PATENT AND TRADEMARK OFFICE

|  |           |           |
|--|-----------|-----------|
| LAPTOP STOP                            | 75/126906 | 28-Jun-96 |
| LAPTOP STOP AND DESIGN                 | 75/130104 | 28-Jun-96 |
| LEAP                                   | 74/458546 | 15-Nov-93 |
| LIFE'S BETTER HERE                     | 75/222098 | 07-Jan-97 |
| LIGHTWING                              | 75/258588 | 17-Mar-97 |
| LONG DISTANCE ALERT                    | 75/383356 | 03-Nov-97 |
| MAKING THE NATION OUR TERRITORY        | 75/485839 | 15-May-98 |
| MAKING THE NATION OUR TERRITORY        | 75/485971 | 15-May-98 |
| MEGABIT (STYLIZED)                     | 75/485604 | 15-May-98 |
| MEGABUSINESS                           | 75/344129 | 20-Aug-97 |
| MEGABUSINESS                           | 75/441916 | 27-Feb-98 |
| MEGACENTRAL                            | 75/344127 | 20-Aug-97 |
| MEGAHOME                               | 75/343887 | 20-Aug-97 |
| MEGAHOME                               | 75/441778 | 27-Feb-98 |
| MEGAOFFICE                             | 75/344128 | 20-Aug-97 |
| MEGAOFFICE                             | 75/441920 | 27-Feb-98 |
| MERCHANTLINE                           | 75/398981 | 02-Dec-97 |
| MERCHANTLINE                           | 75/398985 | 02-Dec-97 |
| MISCELLANEOUS DESIGN                   | 75/146394 | 07-Aug-96 |
| MISCELLANEOUS DESIGN                   | 75/173827 | 30-Sep-96 |
| NET TONE                               | 75/357252 | 15-Sep-97 |
| NETWORK 21                             | 75/393092 | 19-Nov-97 |
| NEXTCONNECTS                           | 74/614183 | 22-Dec-94 |
| NEXTCONNECTS                           | 75/429024 | 05-Feb-98 |
| NO SOLICITATION                        | 75/121739 | 07-Jun-96 |
| ON THE GO PAGES                        | 74/606578 | 05-Dec-94 |
| ONEPAK                                 | 75/354690 | 10-Sep-97 |
| ONEPAK                                 | 75/356416 | 10-Sep-97 |
| PRODUCTION SERVICES PRODUCT SOLUTION   | 75/257326 | 14-Mar-97 |
| PROFESSIONAL SERVICES PRODUCT SOLUTION | 75/257325 | 14-Mar-97 |
| PULPY                                  | 75/173997 | 30-Sep-96 |
| RIGHT DEAL                             | 75/216580 | 20-Dec-96 |
| ROAMING DIAL TONE (SOUND MARK)         | 75/480080 | 06-May-98 |
| ROUTE-A-CALL                           | 75/479643 | 05-May-98 |
| SAVENOW                                | 75/265722 | 28-Mar-97 |
| SEASONAL SERVICE PLAN                  | 75/182293 | 16-Oct-96 |
| TELECHOICE                             | 74/555640 | 09-Aug-94 |
| TELECHOICE                             | 75/387647 | 10-Nov-97 |
| TELECHOICE AND DESIGN                  | 75/391012 | 17-Nov-97 |
| TELECOMMUTER CENTRAL                   | 75/487830 | 19-May-98 |
| TELECOMMUTING                          | 75/487570 | 19-May-98 |
| TELECOMMUTING NETWORK                  | 75/487576 | 19-May-98 |
| TENANT SOLUTIONS                       | 75/468195 | 15-Apr-98 |
| THE MONACLE                            | 75/487839 | 19-May-98 |
| THE ONE THAT GETS SURFED AND DESIGN    | 75/114410 | 05-Jun-96 |
| TOCK YEAR 2000 INITIATIVE              | 75/421285 | 21-Jan-98 |
| TOCK YEAR 2000 INITIATIVE              | 75/421292 | 21-Jan-98 |
| TOCK YEAR 2000 NOW'S THE TIME          | 75/421294 | 21-Jan-98 |
| TOCK YEAR 2000 NOW'S THE TIME          | 75/421284 | 21-Jan-98 |
| TOTALAGENT                             | 75/375923 | 20-Oct-97 |
| TOTALCTI (STYLIZED LETTERS)            | 75/341498 | 15-Aug-97 |
| TOTALCTI (STYLIZED LETTERS)            | 75/341497 | 15-Aug-97 |
| TOTALCTI (STYLIZED LETTERS)            | 75/341768 | 15-Aug-97 |
| TOTALMOBILITY                          | 75/359927 | 19-Sep-97 |
| TOTALMOBILITY                          | 75/360159 | 19-Sep-97 |
| TOTALMOBILITY                          | 75/359931 | 19-Sep-97 |
| TOTALMOBILITY (STYLIZED)               | 75/393094 | 19-Nov-97 |
| TOTALMOBILITY (STYLIZED)               | 75/393095 | 19-Nov-97 |
| TOTALMOBILITY (STYLIZED)               | 75/393097 | 19-Nov-97 |
| TRACKLINE                              | 75/385659 | 06-Nov-97 |
| TRACKLINE PLUS                         | 75/385670 | 06-Nov-97 |

SCHEDULE

Trade Name      Registration Number      Exp. Date

|   |           |           |
|---|-----------|-----------|
| TV HOME RECEPTIONIST                    | 75/442321 | 27-Feb-98 |
| TV HOME RECEPTIONIST                    | 75/441913 | 27-Feb-98 |
| TV HOME RECEPTIONIST                    | 75/441592 | 27-Feb-98 |
| TV RECEPTIONIST                         | 75/441912 | 27-Feb-98 |
| TV RECEPTIONIST                         | 75/441918 | 27-Feb-98 |
| TV RECEPTIONIST                         | 75/442128 | 27-Feb-98 |
| U S WEST                                | 75/476707 | 29-Apr-98 |
| U S WEST                                | 75/478033 | 29-Apr-98 |
| U S WEST                                | 75/448380 | 11-Mar-98 |
| U S WEST                                | 75/476477 | 29-Apr-98 |
| U S WEST                                | 75/442002 | 27-Feb-98 |
| U S WEST (STYLIZED)                     | 75/476519 | 29-Apr-98 |
| U S WEST (STYLIZED)                     | 75/448486 | 11-Mar-98 |
| U S WEST (STYLIZED)                     | 75/478034 | 29-Apr-98 |
| U S WEST (STYLIZED)                     | 75/476520 | 29-Apr-98 |
| U S WEST (STYLIZED)                     | 75/444935 | 06-Mar-98 |
| U S WEST 1 + 2 EXPANSION PACKAGE        | 75/217343 | 23-Dec-96 |
| U S WEST 1 + 2 PACKAGE                  | 75/176571 | 03-Oct-96 |
| U S WEST 1 + 2 UPGRADE PACKAGE          | 75/176680 | 03-Oct-96 |
| U S WEST 2 + 3 EXPANSION PACKAGE        | 75/216708 | 23-Dec-96 |
| U S WEST 2 + 3 PACKAGE                  | 75/176558 | 03-Oct-96 |
| U S WEST 2 + 3 UPGRADE PACKAGE          | 75/176574 | 03-Oct-96 |
| U S WEST 3 + 4 PACKAGE                  | 75/176570 | 03-Oct-96 |
| U S WEST 3 + 4 EXPANSION PACKAGE        | 75/218228 | 23-Dec-96 |
| U S WEST ANNOUNCEMENTS ON HOLD          | 75/382626 | 31-Oct-97 |
| U S WEST BUSINESS RECEPTIONIST          | 74/725722 | 06-Sep-95 |
| U S WEST COMMUNICATIONS                 | 75/478035 | 29-Apr-98 |
| U S WEST DEX AND DESIGN                 | 75/441946 | 27-Feb-98 |
| U S WEST EXTENDED WORKPLACE SOLUTIONS   | 75/486856 | 19-May-98 |
| U S WEST EXTENDED WORKPLACE SOLUTIONS   | 75/487832 | 19-May-98 |
| U S WEST EXTENDED WORKPLACE SOLUTIONS   | 75/487557 | 19-May-98 |
| U S WEST EXTENDED WORKPLACE SOLUTIONS   | 75/487968 | 19-May-98 |
| U S WEST HOME OFFICE NETWORK            | 75/114667 | 05-Jun-96 |
| U S WEST MEGABIT SERVICES               | 75/353339 | 08-Sep-97 |
| U S WEST ONE + TWO EXPANSION PACKAGE    | 75/216709 | 23-Dec-96 |
| U S WEST ONE + TWO PACKAGE              | 75/176556 | 03-Oct-96 |
| U S WEST ONE + TWO UPGRADE PACKAGE      | 75/176681 | 03-Oct-96 |
| U S WEST ONE-STEP                       | 75/421286 | 21-Jan-98 |
| U S WEST ONESTEP                        | 75/479520 | 05-May-98 |
| U S WEST THREE + FOUR EXPANSION PACKAGE | 75/218225 | 23-Dec-96 |
| U S WEST THREE + FOUR PACKAGE           | 75/176274 | 03-Oct-96 |
| U S WEST TWO + THREE EXPANSION PACKAGE  | 75/218226 | 23-Dec-96 |
| U S WEST TWO + THREE PACKAGE            | 75/176679 | 03-Oct-96 |
| U S WEST TWO + THREE UPGRADE PACKAGE    | 75/176682 | 03-Oct-96 |
| U S WEST WIRE                           | 75/458271 | 27-Mar-98 |
| U S WEST WIRELESS                       | 75/035948 | 22-Dec-95 |
| U S WEST WIRELESS SERVICES              | 75/035776 | 22-Dec-95 |
| U S WEST.NET                            | 75/426087 | 30-Jan-98 |
| U S WEST.NET                            | 75/484071 | 29-Apr-98 |
| U S WEST.NET                            | 75/426719 | 30-Jan-98 |
| UP & TO THE RIGHT                       | 75/487637 | 19-May-98 |
| WEBTONE                                 | 75/356653 | 15-Sep-97 |
| WIRELESS EXTENSION                      | 75/071233 | 07-Mar-96 |
| WSLR                                    | 75/407171 | 17-Dec-97 |
| YOUR WORKSTYLE - YOUR LIFESTYLE         | 75/487831 | 19-May-98 |

| Registration Number                               | Registration Number | Registration Number |
|---|---------------------|---------------------|
| INTERACT AND DESIGN                               | 2053012             | 15-Apr-97           |
| INTERPRISE AND DESIGN                             | 1875575             | 24-Jan-95           |
| 800 PAGELINE                                      | 1803918             | 09-Nov-93           |
| AD-POINT  | 1777392             | 15-Jun-93           |
| AD-POINT AND DESIGN                               | 1796062             | 28-Sep-93           |
| ALL TIME  | 1389433             | 08-Apr-86           |
| ANSWERMATE  | 1446157             | 07-Jul-87           |
| AQCB  | 1685165             | 05-May-92           |
| AUDIO LOGO  | 1829616             | 05-Apr-94           |
| BECAUSE YOU KNOW YOUR BUSINESS. AND WE KNOW OURS. | 1951542             | 23-Jan-96           |
| BELL  | 1544223             | 20-Jun-89           |
| BELL AND DESIGN                                   | 1327683             | 30-Jul-57           |
| BELL SYMBOL                                       | 1542325             | 06-Jun-89           |
| BELL SYMBOL                                       | 1327701             | 05-Oct-71           |
| BELLBOY   | 1327692             | 05-Jul-60           |
| BELLPAC   | 1327728             | 12-Nov-85           |
| BILLMATE  | 1789233             | 24-Aug-93           |
| CALLTALLY   | 1990793             | 06-Aug-96           |
| CATALIST  | 1702491             | 21-Jul-92           |
| CD-O-RAMA   | 2107078             | 21-Oct-97           |
| CENTRAFLEX  | 1319896             | 12-Feb-85           |
| CENTRON   | 1341508             | 11-Jun-85           |
| CENTRON 50  | 1417741             | 18-Nov-86           |
| CHOICE  | 1331805             | 23-Apr-85           |
| CITYKEY   | 1903381             | 04-Jul-95           |
| CLEARTECH CT-II                                   | 1677400             | 03-Mar-92           |
| COMMUNITYLINK AND DESIGN                          | 1653646             | 13-Aug-91           |
| COMMUNITYLINK AND DESIGN                          | 1620411             | 30-Oct-90           |
| COMPETITOR  | 1446141             | 07-Jul-87           |
| COMPETITOR PLUS                                   | 1444993             | 30-Jun-87           |
| COMPLETE-A-CALL                                   | 1933503             | 07-Nov-95           |
| CONNECTING PEOPLE WITH THEIR WORLD                | 1737108             | 01-Dec-92           |
| CONSULTANT CONNECTION                             | 1430567             | 24-Feb-87           |
| CONSULTLINE                                       | 1832440             | 19-Apr-94           |
| DID   | 1781768             | 13-Jul-93           |
| DIGICOM   | 1333655             | 30-Apr-85           |
| DIGIPAC   | 1474514             | 26-Jan-88           |
| DIRECT DESTINATIONS                               | 1717087             | 15-Sep-92           |
| DIRECT TO YOU                                     | 1949502             | 16-Jan-96           |
| DIRECTORY SCISSORS DESIGN                         | 1327746             | 22-Jun-82           |
| EASY ON & OFF                                     | 2107079             | 21-Oct-97           |
| EASYREACH   | 1478366             | 01-Mar-88           |
| EASYSOURCE  | 1904847             | 11-Jul-95           |
| EASYTOUCH   | 1331822             | 23-Apr-85           |
| ENTERTAINMENT. YOUR WAY.                          | 2159182             | 19-May-98           |
| EXCURSION   | 1401073             | 15-Jul-86           |
| FAST TALKIN'                                      | 2017731             | 19-Nov-96           |
| FAVORITE  | 1330705             | 16-Apr-85           |
| FAVORITE PLUS                                     | 1402000             | 22-Jul-86           |
| FAXALARM!   | 1854879             | 20-Sep-94           |
| FAXLINE AND DESIGN                                | 1478445             | 01-Mar-88           |
| FAXREQUEST  | 1797299             | 05-Oct-93           |
| FIRST IMPRESSIONS                                 | 1338457             | 28-May-85           |
| FLEETPOINT  | 1868990             | 20-Dec-94           |
| FLYING DIRECTORY DESIGN                           | 1327710             | 10-Jul-79           |
| GOLDPHONE   | 1319898             | 12-Feb-85           |
| HEALTH ON HOLD                                    | 1858826             | 18-Oct-94           |
| HELLO YELLOW AND DESIGN                           | 1911684             | 15-Aug-95           |
| HOME MEMO   | 1820812             | 08-Feb-94           |
| HOME RECEPTIONIST                                 | 2087995             | 12-Aug-97           |
| HOME RECEPTIONIST                                 | 2087939             | 12-Aug-97           |

## SCHEDULE

| Trade Name                                  | Registration Number | Registration Date |
|---|---------------------|-------------------|
| HOW TO TURN YELLOW INTO GOLD                | 1392592             | 06-May-86         |
| IABS  | 1552230             | 15-Aug-89         |
| INTABS AND DESIGN                           | 1753161             | 16-Feb-93         |
| INTEGRA                                     | 1611046             | 28-Aug-90         |
| INTERACT AND DESIGN                         | 1952508             | 30-Jan-96         |
| INTRACALL                                   | 1951543             | 23-Jan-96         |
| IT'S WHAT TO DO WHEN YOU FINISH A GOOD BOOK | 1890221             | 18-Apr-95         |
| MARKET EXPANSION LINE                       | 1664419             | 12-Nov-91         |
| MARKETING START                             | 2022047             | 10-Dec-96         |
| MEDIACC                                     | 1915790             | 29-Aug-95         |
| MISCELLANEOUS DESIGN                        | 2045659             | 18-Mar-97         |
| MONITORPARTNER                              | 2107042             | 21-Oct-97         |
| MOUNTAIN BELL                               | 1459200             | 29-Sep-87         |
| MULTI-CALL                                  | 1790721             | 31-Aug-93         |
| NORTHWESTERN BELL                           | 1574448             | 02-Jan-90         |
| NORTHWESTERN BELL                           | 1459201             | 29-Sep-87         |
| OUTRAGEOUS                                  | 2105385             | 14-Oct-97         |
| PACIFIC NORTHWEST BELL                      | 1459993             | 06-Oct-87         |
| PARENT/TEACHER EXCHANGE                     | 2092032             | 26-Aug-97         |
| PC/PHONE                                    | 1769463             | 04-May-93         |
| PHOTOTOUCH                                  | 1563103             | 31-Oct-89         |
| PLAZA                                       | 1402001             | 22-Jul-86         |
| PLEASE HOLD PROMOTIONS                      | 1853798             | 13-Sep-94         |
| POWER PROCESS                               | 1777399             | 15-Jun-93         |
| Q & A AND DESIGN                            | 2025321             | 24-Dec-96         |
| RATENOWI                                    | 1847885             | 02-Aug-94         |
| REPORTPARTNER                               | 2098134             | 16-Sep-97         |
| SD AND DESIGN                               | 1413589             | 14-Oct-86         |
| SD SENIOR DISCOUNTS AND DESIGN              | 1413590             | 14-Oct-86         |
| SEARCHDISC                                  | 1794815             | 28-Sep-93         |
| SMARTLIST                                   | 1833135             | 26-Apr-94         |
| STAND-BY LINE                               | 1994542             | 20-Aug-96         |
| SWITCHNET 56                                | 1484636             | 12-Apr-88         |
| TECHLINE                                    | 1408317             | 09-Sep-86         |
| TECHMATE                                    | 1628136             | 18-Dec-90         |
| TELECHOICE                                  | 1428756             | 10-Feb-87         |
| TELERIDE                                    | 1335875             | 14-May-85         |
| THE CHOICE                                  | 1557768             | 26-Sep-89         |
| THE DIRECTORY SOURCE                        | 1802892             | 02-Nov-93         |
| THE EXPORT YELLOW PAGES                     | 1979323             | 11-Jun-96         |
| THE LAST WORD IN DIALING                    | 1903812             | 04-Jul-95         |
| THE LINK AND DESIGN                         | 1423839             | 06-Jan-87         |
| THE ONE THAT GETS USED                      | 1534735             | 11-Apr-89         |
| THE ONE THAT GETS USED IN "MINI" PLACES     | 1804871             | 16-Nov-93         |
| THE REAL DEAL                               | 2122129             | 16-Dec-97         |
| THE SMALL BUSINESS BOTTOM LINE REPORT       | 1683257             | 14-Apr-92         |
| THE WHITE AND YELLOW PAGES AND DESIGN       | 1837841             | 31-May-94         |
| THE WHITE PAGES AND DESIGN                  | 1821221             | 15-Feb-94         |
| THE YELLOW PAGES AND DESIGN                 | 1819865             | 08-Feb-94         |
| TOUGH TALKIN'                               | 2017730             | 19-Nov-96         |
| TRADEFAXI                                   | 1847886             | 02-Aug-94         |
| TURBOCHARGE                                 | 1872036             | 03-Jan-95         |
| U S WEST                                    | 1407022             | 26-Aug-86         |
| U S WEST AND DESIGN                         | 1418244             | 25-Nov-86         |
| U S WEST AND DESIGN                         | 1512412             | 15-Nov-88         |
| U S WEST AND DESIGN                         | 1352028             | 30-Jul-85         |
| U S WEST AND DESIGN                         | 1467248             | 01-Dec-87         |
| U S WEST AND DESIGN                         | 1413147             | 14-Oct-86         |
| U S WEST DEX                                | 2108876             | 28-Oct-97         |
| U S WEST DEX                                | 2099373             | 23-Sep-97         |
| U S WEST DEX AND DESIGN                     | 2114235             | 18-Nov-97         |

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TRADEMARK  
REEL: 1832 FRAME: 0386

SCHEDULE

| Remarks                                       | Registration Number | Registration Date |
|---|---------------------|-------------------|
| U S WEST OEX AND DESIGN                       | 2128684             | 13-Jan-98         |
| U S WEST DIRECT                               | 1406069             | 19-Aug-86         |
| U S WEST DIRECT AND DESIGN                    | 1411601             | 30-Sep-86         |
| U S WEST DIRECT AND DESIGN                    | 1315724             | 22-Jan-85         |
| U S WEST DIRECT WALKING FINGERS AND DESIGN    | 2056511             | 29-Apr-97         |
| U S WEST HOME BUSINESS LINE                   | 2135234             | 10-Feb-98         |
| U S WEST ONE STOP                             | 2159321             | 19-May-98         |
| UNISTAR                                       | 1398880             | 24-Jun-86         |
| VERSANET                                      | 1379585             | 21-Jan-86         |
| VOICES SHARED                                 | 2105386             | 14-Oct-97         |
| WALKING (TWO) FINGERS DESIGN                  | 1327719             | 12-Nov-85         |
| WE KNOW PHONES                                | 1905139             | 11-Jul-95         |
| WHERE TO FIND WHAT YOU WANT WHEN YOU WANT IT! | 1928036             | 17-Oct-95         |
| YOUR VALUE CARD                               | 2043976             | 11-Mar-97         |

Office of the Secretary of State

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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 that reads "Edward J. Freel".

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Edward J. Freel, Secretary of State

2506480 8100

981229709

AUTHENTICATION:

DATE: 9137508

06-15-98

**TRADEMARK**  
**REEL: 1832 FRAME: 0388**



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:20 PM 06/12/1998  
981228564 - 2506480

**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. Britz  
Title: Assistant Secretary