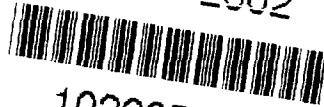


08-29-2002



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 8 AB102
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 - Other
 - Citizenship/State of Incorporation/Organization
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Kristine M. Miller, Esq.

8/27/2002

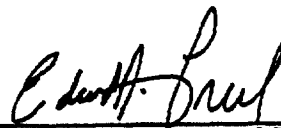
Name of Person Signing

Signature

Date Signed

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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "TELE-COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, ~~CHANGING~~ ITS NAME FROM "TELE-COMMUNICATIONS, INC." TO "AT&T BROADBAND, LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 2000, AT 8 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2371729 8100V

AUTHENTICATION: 0306547

001120938

DATE: 03-10-00

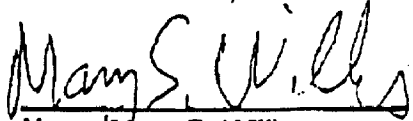
**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
TELE-COMMUNICATIONS, INC.
TO
AT&T BROADBAND, LLC**

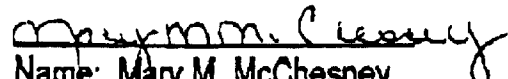
This Certificate of Conversion to Limited Liability Company, dated as of March 10, 2000, is being duly executed and filed by Tele-Communications, Inc., a Delaware corporation (the "Company"), and Mary M. McChesney, as an authorized person of AT&T Broadband, LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (8 Del. C. § 18-101 et seq.) and the General Corporation law of the State of Delaware (8 Del. C. § 101, et seq.) (the "GCL").

1. The Company's name when it was originally incorporated was TCI/Liberty Holding Company and immediately prior to the filing of this Certificate of Conversion to Limited liability Company was Tele-Communications, Inc.
2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on January 24, 1994, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is AT&T Broadband, LLC.
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.
5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

Tele-Communications, Inc.

By: 
Name: Mary S. Willis
Title: Senior Vice President


Name: Mary M. McChesney
Authorized Person of LLC