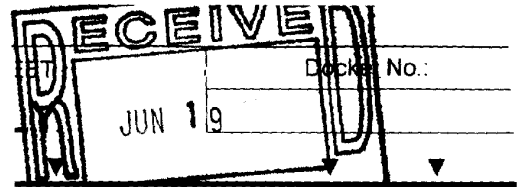


07-21-1998



100769029



Tab settings → **MRO 6-19-98**

To the Honorable Commissioner of Pa.

attached original documents or copy thereof.

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

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

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **6/12/98**

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

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

Additional numbers _____

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
07/20/1998 DCDATES 00000134 210456 75208650
01 FC:481 40.00 CH
02 FC:882 7865.00 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.

Peter J. Kinsella, Esq. *[Signature]* **6/18/98**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **12**

SCHEDULE

Product Name	Product Number	Effective 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

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

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	05-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

SCHEDULE

Registration No.	Registration No.	Registration No.
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
RATENOW!	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
TRADEFAX!	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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SCHEDULE

Trade Name	Registration Number	Registration Date
U S WEST DEX 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

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:

DATE: 9137508

TRADEMARKS-98

REEL: 1755 FRAME: 0511

2506480 8100

981229709

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. Briz
Title: Assistant Secretary