

09-23-1998

Tab settings

To the Honorable

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

Trademark

100836048

Attachments or copy thereof.

1. Name of conveyer

U S WEST, INC.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

8-18-98

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

Execution Date: June 12, 1998

2. Name and address of receiving party(ies)

Name: MEDIAONE GROUP, INC.

Internal Address:

Street Address: 5613 DTC PARKWAY, SUITE 800

City: ENGLEWOOD State: CO ZIP: 80111

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

(See attached Schedule 1)

B. Trademark Registration No.(s)

See attached Schedule 1

Additional numbers attached? Yes No

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

Name: GREGORY B. CALIGARI, ESQ.

Internal Address: AIRTOUCH COMMUNICATIONS, INC
LEGAL DEPARTMENT, 21st Flr.

Street Address: ONE CALIFORNIA STREET

City: SAN FRANCISCO State: CA ZIP: 94111

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41).....\$ 415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-0063

(Attach duplicate copy of this page if paying by deposit account)

09/22/1998 JSH/BAZZ 00000123 160063 1002522

09 FC:481 40.00 CH
08 FC:462 375.00 CH

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.

GREGORY B. CALIGARI, ESQ.

Name of Person Signing

Gregory Caligari
Signature

8/18/98

Date

Total number of pages including cover sheet, attachments, and document:

7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

SCHEDULE 1

Registered Trademarks

<u>Mark</u>	<u>Registration No.</u>
1-800-BUY-TIME	1,882,522
BRIDGING THE CONTINENT	1,938,864
EASYROAMING	1,666,980
FIRSTCALL	1,773,184
GOLD CLUB (stylized)	1,716,532
QUEST FOR QUALITY	1,893,751
QUICKSERVE	1,708,724
SELECTCONNECT	1,870,808
TALKALONG	2,005,040
TIME TO GO	1,697,088
TRAVELFAX	1,462,629
VECTORONE	1,387,054

Pending Trademark Applications

<u>Mark</u>	<u>Application No.</u>
BUSINESSSHARE	75/306,158
MEGAPHONE	74/668,227
MODEM LINK	75/391,775
VECTORTEN	75/306,158

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".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2506480 8100

DATE: 9252163

981318590

08-13-98

TRADEMARK
REEL: 1790 FRAME: 0081

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

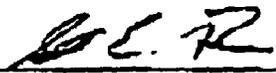
April 20, 1998, the provisions of paragraphs (F) and (J) of subsection 2.4.5 shall not be applicable to the transactions contemplated by this paragraph (C) of subsection 2.4.3."

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