

08-01-2000

7/31/2000



101403759

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
- 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
Effective Date
Month Day Year
06/30/2000
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name U S WEST, Inc.

06/30/2000

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Qwest Communications International Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) 1801 California Street

Address (line 2) _____

Address (line 3) Denver Colorado 80202
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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

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:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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.

Melody Harris, Sr. Attorney

Name of Person Signing

Signature

7-28-2000

Date Signed

08/01/2000 JJALLAH2 00000040 210456 75723973

01 FC:481 40.00 CH
02 FC:482 9900.00 CH
03 FC:484 120.00 CH

Schedule A
 Trademark Application Numbers –
 U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Serial Number	Filing Date
'NET TRAFFIC BUILDER PACKAGE	75/723973	08-Jun-1999
1 800 99CENTS	75/458628	27-Mar-1998
ACCESS2	75/259715	17-Mar-1997
AFTERCARE	75/635266	04-Feb-1999
ANALOG TRUNK SAFETY PLUS	75/746961	09-Jul-1999
AWARENESS BUILDER PACKAGE	75/723862	08-Jun-1999
AWARENESS BUILDER PACKAGE	75/724826	08-Jun-1999
BASIC TRUNK SAFETY PLUS	75/746626	09-Jul-1999
BETTER DEAL	75/343888	20-Aug-1997
BIG LOCAL	75/386562	07-Nov-1997
BOOKS ON CALL	75/731124	17-Jun-1999
BROWSENOW	75/912417	08-Feb-2000
BROWSENOW	75/913257	08-Feb-2000
BROWSENOW	75/913353	08-Feb-2000
BROWSENOW	75/913362	08-Feb-2000
C4PM	76/076895	22-Jun-2000
C4PM AND DESIGN	76/075809	22-Jun-2000
CALLER ID WITH PRIVACY +	75/647780	25-Feb-1999
CATALIST	75/611619	23-Dec-1998
CITYCALLER	75/035777	22-Dec-1995
CITYWIDE REPLY	76/021513	07-Apr-2000
COMPLETE COVERAGE	76/022733	11-Apr-2000
COMPLETE COVERAGE PACKAGE	75/723927	08-Jun-1999
COMPLETE COVERAGE PACKAGE	75/724793	08-Jun-1999
COMPLETE COVERAGE PACKAGE	75/724793	08-Jun-1999
CONNECTED COMMUNITY	75/732295	17-Jun-1999
CONNECTED HOME	75/732296	17-Jun-1999
CONNECTED SCHOOLS	75/390936	17-Nov-1997
CONNECTED SCHOOLS	75/391534	17-Nov-1997
CONNECTEDCARE	75/846735	12-Nov-1999
CONNECTING ARIZONA	75/818990	08-Oct-1999
CONNECTING ARIZONA AND DESIGN	75/818991	08-Oct-1999
CONNECTING OUR COMMUNITIES	75/485958	15-May-1998
DENVER TASTE	75/839920	05-Nov-1999
DENVER TASTE	75/862103	01-Dec-1999
DENVER TASTE (STYLIZED)	75/862452	02-Dec-1999
DENVER TASTE (STYLIZED)	75/862905	02-Dec-1999
DIGITAL ANYWHERE	75/635263	04-Feb-1999
DIRECT DESTINATIONS	75/562014	30-Sep-1998
DR. TELEWORK	75/635262	04-Feb-1999
DVL	76/075807	22-Jun-2000
DVL	76/078648	22-Jun-2000
E MESSAGING SOLUTIONS	76/075814	22-Jun-2000
E.GUARANTEED	75/826928	19-Oct-1999
EASY START PACKAGES	75/723928	08-Jun-1999

Schedule A
 Trademark Application Numbers –
 U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Serial Number	Filing Date
EASY START PACKAGES	75/724182	08-Jun-1999
EASY START THREE	75/724980	09-Jun-1999
EASY START THREE	75/724988	09-Jun-1999
EASY START TWO	75/722521	09-Jun-1999
EASY START TWO	75/724986	09-Jun-1999
EVERYWHERE LINE	75/849951	16-Nov-1999
EWS	76/075819	22-Jun-2000
EWS	76/076056	22-Jun-2000
EWS	76/076193	22-Jun-2000
EWS EXTENDED WORKPLACE SOLUTIONS	xxxxxxxxxxxxxxxx	22-Jun-2000
EWS EXTENDED WORKPLACE SOLUTIONS	76/075810	22-Jun-2000
EWS EXTENDED WORKPLACE SOLUTIONS	76/076192	22-Jun-2000
EXPANDED COVERAGE	75/724184	08-Jun-1999
EXPANDED COVERAGE PLUS	75/724221	08-Jun-1999
EXTENDED COVERAGE PACKAGE	75/723863	08-Jun-1999
FIELD CARE	75/635268	04-Feb-1999
FINDME	75/477823	01-May-1998
FLEXIBLE CHOICE	76/023296	11-Apr-2000
FULL COVERAGE PACKAGE	75/724794	08-Jun-1999
FULL COVERAGE PACKAGE	75/724827	08-Jun-1999
FULL COVERAGE PLUS	75/723545	08-Jun-1999
FULL COVERAGE PLUS	75/724181	08-Jun-1999
HIDR	75/801109	16-Sep-1999
I-CALLED	75/551144	10-Sep-1998
INFOBUDDY	75/732115	18-Jun-1999
INTERACT (STYLIZED)	75/208650	05-Dec-1996
INTERNET POINTER AND DESIGN	75/919994	15-Feb-2000
ISDN ONEPAK CLASSIC	75/529993	03-Aug-1998
LIFE'S BETTER HERE	75/822842	14-Oct-1999
LIFE'S BETTER HERE	75/923138	18-Feb-2000
LIFE'S BETTER HERE	75/923139	18-Feb-2000
MAIL TONE	76/075815	22-Jun-2000
MEGABIT 256 DELUXE	76/076194	22-Jun-2000
MEGABIT 256 SELECT	76/076199	22-Jun-2000
MEGABIT DELUXE	76/076190	22-Jun-2000
MEGABIT SELECT	76/076191	22-Jun-2000
MEGABIT SPOKEN HERE (STYLIZED)	75/831396	25-Oct-1999
MEGACENTRAL	75/344127	20-Aug-1997
MEGACENTRAL	75/706186	17-May-1999
MEGAHOME	75/343887	20-Aug-1997
MEGAHOME	75/441778	27-Feb-1998
MEGAHOME	75/721853	04-Jun-1999
MISCELLANEOUS DESIGN	75/485969	15-May-1998
MISCELLANEOUS DESIGN	75/853915	19-Nov-1999
MISCELLANEOUS DESIGN	75/931123	29-Feb-2000

Schedule ATrademark Application Numbers –
U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Serial Number	Filing Date
MOMENTUM FOR THE MIND	75/820697	08-Oct-1999
MOVER'S MAILBOX	75/610451	22-Dec-1998
MOVING WORK TO THE WORKERS	75/634674	04-Feb-1999
MOVING WORK TO THE WORKERS	75/635265	04-Feb-1999
MYBUILDINGONLINE	76/069503	14-Jun-2000
MYBUILDINGONLINE	76/069505	14-Jun-2000
NEXTCONNECTS	75/429024	05-Feb-1998
NORTHWEST	75/706565	14-May-1999
NORTHWESTERN	75/706348	14-May-1999
ON CHOICE	75/666058	23-Mar-1999
ON CHOICE (STYLIZED)	75/750922	16-Jul-1999
ON THE GO PAGES	74/606578	05-Dec-1994
ON-THE-GO	75/862451	02-Dec-1999
ON-THE-GO	75/862906	02-Dec-1999
ONLINE CALL ALERT	75/913371	08-Feb-2000
ONLINE CALL ALERT	75/931115	29-Feb-2000
PCSAN	75/656756	09-Mar-1999
PHOENIX TASTE	75/839905	05-Nov-1999
PHOENIX TASTE	75/841201	05-Nov-1999
PHONE-BACKER	75/730912	17-Jun-1999
POPULAR CHOICE	76/021514	07-Apr-2000
PORTLAND TASTE	75/839919	05-Nov-1999
PORTLAND TASTE	75/841558	05-Nov-1999
POWERWEB	75/904558	26-Jan-2000
POWERWEB	76/022434	07-Apr-2000
PREMIER CIRCLE	75/724183	08-Jun-1999
PREMIER MEGABUCKS	75/689400	22-Apr-1999
PREMIUM CHOICE	76/023295	11-Apr-2000
PROMAINTENANCE	75/861604	01-Dec-1999
PUSHCASTER	76/076603	23-Jun-2000
PUSHCASTER	76/076722	23-Jun-2000
REPEAT/REFERRAL BUSINESS BUILDER PACKAGE	75/723627	08-Jun-1999
REPEAT/REFERRAL BUSINESS BUILDER PACKAGE	75/724220	08-Jun-1999
SEARCH NO MORE	75/846787	12-Nov-1999
SEARCHDISC	75/753576	19-Jul-1999
SEATTLE TASTE	75/839916	05-Nov-1999
SEATTLE TASTE	75/841559	05-Nov-1999
SMS/800	75/217724	23-Dec-1996
TELECOMMUTER CENTRAL	75/487830	19-May-1998
THE ORIGINAL SEARCH ENGINE	76/022430	07-Apr-2000
THE POWER TO STAY CONNECTED ANYTIME,	75/924605	22-Feb-2000
THE SMALL BUSINESS BOTTOM LINE REPORT	75/535262	12-Aug-1998
TO CONNECT ON A WHOLE NEW LEVEL	76/057952	26-May-2000
TOTAL LINK	75/751198	14-Jul-1999
TOTAL PACKAGE	75/749407	13-Jul-1999

Schedule A

Trademark Application Numbers –
U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Serial Number	Filing Date
TTV	76/075803	22-Jun-2000
TTV	76/075808	22-Jun-2000
TWIN CITIES TASTE	75/841556	05-Nov-1999
TWIN CITIES TASTE	75/841557	05-Nov-1999
U S WEST INTERPRISE SOLUTIONS	75/610401	22-Dec-1998
U S WEST @TV	75/642687	18-Feb-1999
U S WEST @TV	75/642689	18-Feb-1999
U S WEST 3-1-1 ASSIST	75/709313	19-May-1999
U S WEST CHOICE ONLINE	75/529621	03-Aug-1998
U S WEST CHOICE ONLINE	75/529984	03-Aug-1998
U S WEST CHOICE ONLINE	75/609943	18-Dec-1998
U S WEST CHOICE ONLINE	75/613555	30-Dec-1998
U S WEST CHOICE ONLINE	75/682722	14-Apr-1999
U S WEST CHOICE ONLINE CLASSIC	75/682660	14-Apr-1999
U S WEST CHOICE ONLINE CLASSIC	75/682897	14-Apr-1999
U S WEST CHOICE ONLINE SELECT	75/682659	14-Apr-1999
U S WEST CHOICE ONLINE SELECT	75/683281	14-Apr-1999
U S WEST CHOICE TV	75/529941	03-Aug-1998
U S WEST CHOICE TV	75/609500	18-Dec-1998
U S WEST CHOICE TV & ONLINE	75/607104	17-Dec-1998
U S WEST CHOICE TV & ONLINE	75/613428	30-Dec-1998
U S WEST CHOICE TV & ONLINE	75/683148	14-Apr-1999
U S WEST CHOICE TV & ONLINE	75/683284	14-Apr-1999
U S WEST COMPLETE COVERAGE	76/023050	11-Apr-2000
U S WEST CONNECTED COMMUNITY	75/732293	17-Jun-1999
U S WEST CONNECTED HOME	75/731117	17-Jun-1999
U S WEST DEX AND DESIGN	75/441946	27-Feb-1998
U S WEST DEX AND DESIGN	75/979199	27-Feb-1998
U S WEST DEX AND DESIGN	75/979200	27-Feb-1998
U S WEST DEX AND DESIGN	75/830858	25-Oct-1999
U S WEST DEX E-STORE	75/868721	10-Dec-1999
U S WEST DEX INTERNET POINTER	76/023294	11-Apr-2000
U S WEST DEX ONLINE STOREFRONT	75/869092	10-Dec-1999
U S WEST E-BACK UP	75/537680	17-Aug-1998
U S WEST E-STORE	75/868865	10-Dec-1999
U S WEST EVERYWHERE LINE	76/021930	07-Apr-2000
U S WEST EXTENDED WORKPLACE SOLUTIONS	75/486856	19-May-1998
U S WEST EXTENDED WORKPLACE SOLUTIONS	75/487832	19-May-1998
U S WEST EXTENDED WORKPLACE SOLUTIONS	75/487968	19-May-1998
U S WEST GEOMAX	75/762409	28-Jul-1999
U S WEST INTEGRATED MESSAGING	75/802146	17-Sep-1999
U S WEST ONE-STEP	75/421286	21-Jan-1998
U S WEST ONESTEP	75/479520	05-May-1998
U S WEST ONLINE AVENUE	75/809843	28-Sep-1999
U S WEST ONLINE AVENUE	75/809979	28-Sep-1999

Schedule A
 Trademark Application Numbers –
 U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Serial Number	Filing Date
U S WEST ONLINE AVENUE	75/810789	28-Sep-1999
U S WEST ONLINE CALL ALERT	75/609389	18-Dec-1998
U S WEST ONLINE STOREFRONT	75/869089	10-Dec-1999
U S WEST POWER MESSAGING	75/557273	23-Sep-1998
U S WEST POWERWEB	76/022435	07-Apr-2000
U S WEST POWERWEB	75/902708	26-Jan-2000
U S WEST SECURITY SERVICES	75/558606	24-Sep-1998
U S WEST SECURITY SERVICES	75/558679	24-Sep-1998
U S WEST SECURITY SERVICES	75/558693	24-Sep-1998
U S WEST SMARTSET	75/651746	02-Mar-1999
U S WEST TOTAL BUSINESS PACKAGE	76/057376	26-May-2000
U S WEST TOTAL PACKAGE	75/749102	13-Jul-1999
U S WEST TOTALCARE	75/822844	14-Oct-1999
U S WEST WIRED	75/846734	12-Nov-1999
U S WEST.FAX	75/532735	07-Aug-1998
U S WEST.MAIL	75/655255	05-Mar-1999
U S WEST.NET OFFICEWORKS	75/629278	28-Jan-1999
ULTIMATE CHOICE	76/021512	07-Apr-2000
UP AND TO THE RIGHT AND DESIGN	75/869090	10-Dec-1999
USWEST.FAX (STYLIZED LETTERS)	75/533626	07-Aug-1998
VALUECHOICE	75/647833	25-Feb-1999
VICI	75/873658	16-Dec-1999
VICI	75/873801	16-Dec-1999
VIDEOTONE	75/609948	18-Dec-1998
WEB TO GO	75/603688	11-Dec-1998
WEB WORLD CAFE & COFFEEHOUSE	75/818964	08-Oct-1999
WEB WORLD CAFE & COFFEEHOUSE	75/818992	08-Oct-1999
WEB WORLD CAFE & COFFEEHOUSE	75/820699	08-Oct-1999
WEB WORLD CAFE & COFFEEHOUSE	75/822845	14-Oct-1999
WEB WORLD CAFE & COFFEEHOUSE AND DESIGN	75/818962	08-Oct-1999
WEB WORLD CAFE & COFFEEHOUSE AND DESIGN	75/818963	08-Oct-1999
WEB WORLD CAFE & COFFEEHOUSE AND DESIGN	75/818999	08-Oct-1999
WEB WORLD CAFE & COFFEEHOUSE AND DESIGN	75/822843	14-Oct-1999
WEBTONE	75/356653	15-Sep-1997
WELCOME TO THE WIRED, WIRED WEST	75/873800	16-Dec-1999
WIDENING OUR WORLD AND WOW DESIGN	75/403198	10-Dec-1997
WIRED, WIRED WEST	75/873659	16-Dec-1999
WORK ANYWHERE, SUPPORTED EVERYWHERE	75/635256	04-Feb-1999
WSLR	75/407171	17-Dec-1997
WSLR	75/569688	14-Oct-1998
YOUR HOME PHONE JUST GOT BETTER	75/610450	22-Dec-1998

Schedule B
 Trademark Registration Numbers –
 U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Registration Number	Registration Date
INTERACT AND DESIGN	2053012	15-Apr-1997
INTERPRISE AND DESIGN	1875575	24-Jan-1995
800 PAGELINE	1803918	09-Nov-1993
ACCESS TO A BETTER WEEKEND	2241611	27-Apr-1999
AD-POINT	1777392	15-Jun-1993
ALL TIME	1389433	08-Apr-1986
ANSWERMATE	1446157	07-Jul-1987
AQCB	1685165	05-May-1992
BECAUSE YOU KNOW YOUR BUSINESS. AND WE KNOW OURS.	1951542	23-Jan-1996
BELL	1544223	20-Jun-1989
BELL SYMBOL	1542325	06-Jun-1989
BELLPAC	1327728	12-Nov-1985
BILLMATE	1789233	24-Aug-1993
BUILD YOUR BUSINESS EVERY DAY	2345168	25-Apr-2000
CALL CURFEW	2242160	27-Apr-1999
CALL FOLLOWING	2269782	10-Aug-1999
CALL GRAPHICS	2283933	05-Oct-1999
CALLTALLY	1990793	06-Aug-1996
CD-O-RAMA	2107078	21-Oct-1997
CELL TRACE	2261422	13-Jul-1999
CELL TRACE PLUS	2333654	21-Mar-2000
CENTRAFLEX	1319896	12-Feb-1985
CENTREX PRIME	2305277	04-Jan-2000
CENTRON	1341508	11-Jun-1985
CENTRON 50	1417741	18-Nov-1986
CHANGING THE SHAPE OF MONEY	2219604	19-Jan-1999
CHOICE	1331805	23-Apr-1985
CHOICES	1526783	28-Feb-1989
CHOICES AND DESIGN	1467261	01-Dec-1987
CHOICES AND INCREASING YOUR OPTIONS AND DESIGN	1467260	21-Oct-1985
CLEARTECH CT-II	1677400	03-Mar-1992
COMMUNITYLINK AND DESIGN	1620411	30-Oct-1990
COMMUNITYLINK AND DESIGN	1653646	13-Aug-1991
COMPETITOR	1446141	07-Jul-1987
COMPETITOR PLUS	1444993	30-Jun-1987
COMPLETE-A-CALL	1933503	07-Nov-1995
CONSULTANT CONNECTION	1430567	24-Feb-1987
CONSULTLINE	1832440	19-Apr-1994
CUSTOMCHOICE	2238088	13-Apr-1999
DATASTOP	2307750	11-Jan-2000
DATASTOP	2222023	02-Feb-1999
DATASTOP AND DESIGN	2195973	13-Oct-1998
DATASTOP AND DESIGN	2207233	01-Dec-1998
DIAL LOCK	2289655	26-Oct-1999

Schedule B
 Trademark Registration Numbers –
 U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Registration Number	Registration Date
DID	1781768	13-Jul-1993
DIGICOM	1333655	30-Apr-1985
DIGIPAC	1474514	26-Jan-1988
DIRECT TO YOU	1949502	16-Jan-1996
DIRECTORY SCISSORS DESIGN	1327746	22-Jun-1982
EASY ON & OFF	2107079	21-Oct-1997
EASYREACH	1478366	01-Mar-1988
EASYTOUCH	1331822	23-Apr-1985
ENTERTAINMENT. YOUR WAY.	2159182	19-May-1998
EXCURSION	1401073	15-Jul-1986
FAST TALKIN'	2017731	19-Nov-1996
FAVORITE	1330705	16-Apr-1985
FAVORITE PLUS	1402000	22-Jul-1986
FAXLINE AND DESIGN	1478445	01-Mar-1988
FAXREQUEST	1797299	05-Oct-1993
FIRST IMPRESSIONS	1338457	28-May-1985
FLEETPOINT	1868990	20-Dec-1994
GOLDPHONE	1319898	12-Feb-1985
HELLO YELLOW AND DESIGN	1911684	15-Aug-1995
HOME MEMO	1820812	08-Feb-1994
HOME RECEPTIONIST	2087939	12-Aug-1997
HOME RECEPTIONIST	2087995	12-Aug-1997
HOW TO TURN YELLOW INTO GOLD	1392592	06-May-1986
IABS	1552230	15-Aug-1989
INTEGRA	1611046	28-Aug-1990
INTERACT AND DESIGN	1952508	30-Jan-1996
INTRACALL	1951543	23-Jan-1996
IT'S WHAT TO DO WHEN YOU FINISH A GOOD BOOK . . .	1890221	18-Apr-1995
LIFE IS BETTER HERE	2225295	23-Feb-1999
LIFE'S BETTER HERE	2296399	30-Nov-1999
LONG DISTANCE ALERT	2336562	28-Mar-2000
LOS PADRES EN LA EDUCACION AND DESIGN	2110929	04-Nov-1997
MARKET EXPANSION LINE	1664419	12-Nov-1991
MARKETING START	2022047	10-Dec-1996
MEDIACC	1915790	29-Aug-1995
MEGABIT SERVICES (STYLIZED)	2295381	30-Nov-1999
MEGABIT SPOKEN HERE	2354979	06-Jun-2000
MEGABUSINESS	2247566	25-May-1999
MEGABUSINESS	2312286	25-Jan-2000
MEGABUSINESS	2357351	13-Jun-2000
MEGAOFFICE	2247567	25-May-1999
MEGAOFFICE	2357363	13-Jun-2000
MEGAOFFICE	2360557	20-Jun-2000
MERCHANTLINE	2196053	13-Oct-1998

Schedule B
 Trademark Registration Numbers –
 U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Registration Number	Registration Date
MERCHANTLINE	2198589	20-Oct-1998
MISCELLANEOUS DESIGN	2045659	18-Mar-1997
MISCELLANEOUS DESIGN	2333185	21-Mar-2000
MISCELLANEOUS DESIGN	2333252	21-Mar-2000
MONITORPARTNER	2107042	21-Oct-1997
MONITORPARTNER	2107042	21-Oct-1997
MOUNTAIN BELL	1459200	29-Sep-1987
MULTI-CALL	1790721	31-Aug-1993
NETWORK 21	2284600	12-Oct-1999
NO SOLICITATION	2244861	22-May-1999
NORTHWESTERN BELL	1459201	29-Sep-1987
NORTHWESTERN BELL	1574448	02-Jan-1990
NX LEVEL	2063478	20-May-1997
NX LEVEL AND DESIGN	2065257	27-May-1997
ONE-STEP SOLUTION	2329873	14-Mar-2000
OUTRAGEOUS	2105385	14-Oct-1997
PACIFIC NORTHWEST BELL	1459993	06-Oct-1987
PARENT/TEACHER EXCHANGE	2092032	26-Aug-1997
PARENTING FOR EDUCATION AND DESIGN	1627087	11-Dec-1990
PHOTOTOUCH	1563103	31-Oct-1989
PLAZA	1402001	22-Jul-1986
Q & A AND DESIGN	2025321	24-Dec-1996
REPORTPARTNER	2098134	16-Sep-1997
SD AND DESIGN	1413589	14-Oct-1986
SD SENIOR DISCOUNTS AND DESIGN	1413590	14-Oct-1986
STAND-BY LINE	1994542	20-Aug-1996
SWITCHNET 56	1484636	12-Apr-1988
TECHLINE	1408317	09-Sep-1986
TECHMATE	1628136	18-Dec-1990
TELECHOICE	1428756	10-Feb-1987
TELECHOICE	2198514	20-Oct-1998
TELECHOICE	2220641	26-Jan-1999
TELECHOICE AND DESIGN	2224042	16-Feb-1999
TELERIDE	1335875	14-May-1985
TENANT SOLUTIONS	2322370	22-Feb-2000
THE CHOICE	1557768	26-Sep-1989
THE DIRECTORY SOURCE	1802892	02-Nov-1993
THE EXPORT YELLOW PAGES	1979323	11-Jun-1996
THE LINK AND DESIGN	1423839	06-Jan-1987
THE ONE THAT GETS USED	1534735	11-Apr-1989
THE REAL DEAL	2122129	16-Dec-1997
TOUGH TALKIN'	2017730	19-Nov-1996
TRACKLINE	2269781	10-Aug-1999
TRACKLINE PLUS	2,327,177	07-Mar-2000

Schedule B
 Trademark Registration Numbers –
 U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Registration Number	Registration Date
TURBOCHARGE	1872036	03-Jan-1995
U S WEST	2274033	31-Aug-1999
U S WEST	1407022	26-Aug-1986
U S WEST	2242768	04-May-1999
U S WEST	2244559	11-May-1999
U S WEST	2257067	29-Jun-1999
U S WEST	2259333	06-Jul-1999
U S WEST (STYLIZED) (1988)	2246163	18-May-1999
U S WEST (STYLIZED) (1988)	2242756	04-May-1999
U S WEST (STYLIZED) (1988)	2242856	04-May-1999
U S WEST (STYLIZED) (1988)	2245943	18-May-1999
U S WEST (STYLIZED) (1988)	2259332	06-Jul-1999
U S WEST ADVANCED PCS	2313501	01-Feb-2000
U S WEST ADVANCED PCS	2295615	30-Nov-1999
U S WEST AND DESIGN (1984)	1352028	30-Jul-1985
U S WEST AND DESIGN (1984)	1413147	14-Oct-1986
U S WEST AND DESIGN (1984)	1418244	25-Nov-1986
U S WEST AND DESIGN (1984)	1467248	01-Dec-1987
U S WEST AND DESIGN (1984)	1512412	15-Nov-1988
U S WEST BUSINESS RECEPTIONIST	2241711	27-Apr-1999
U S WEST COMMUNICATIONS	2249648	01-Jun-1999
U S WEST CONNECTED SCHOOLS	2316395	08-Feb-2000
U S WEST CONNECTED SCHOOLS	2321113	22-Feb-2000
U S WEST DEX	2099373	23-Sep-1997
U S WEST DEX	2108876	28-Oct-1997
U S WEST DEX AND DESIGN	2114235	18-Nov-1997
U S WEST DEX AND DESIGN	2128684	13-Jan-1998
U S WEST DEX AND DESIGN	2354868	06-Jun-2000
U S WEST DIRECT	1406069	19-Aug-1986
U S WEST DIRECT AND DESIGN	1315724	22-Jan-1985
U S WEST DIRECT AND DESIGN	1411601	30-Sep-1986
U S WEST DIRECT WALKING FINGERS AND DESIGN	2056511	29-Apr-1997
U S WEST FAXPOWER	2263097	20-Jul-1999
U S WEST FAXPOWER GOLD	2294226	23-Nov-1999
U S WEST FAXPOWER OUTBOUND	2263108	20-Jul-1999
U S WEST HOME BUSINESS LINE	2135234	10-Feb-1998
U S WEST MEGABIT SERVICES	2355701	06-Jun-2000
U S WEST ONE STOP	2159321	19-May-1998
U S WEST SMARTSET PLUS	2318767	15-Feb-2000
U S WEST.NET	2246183	18-May-1999
U S WEST.NET	2264422	27-Jul-1999
U S WEST.NET	2234035	23-Mar-1999
UNISTAR	1398880	24-Jun-1986
UP & TO THE RIGHT	2352608	23-May-2000

Schedule B
Trademark Registration Numbers –
U S WEST, Inc. to Qwest Communications International Inc.

Trademark	Registration Number	Registration Date
VERSANET	1379585	21-Jan-1986
VOICES SHARED	2105386	14-Oct-1997
WALKING (TWO) FINGERS DESIGN	1327719	12-Nov-1985
WE KNOW PHONES	1905139	11-Jul-1995
WHERE TO FIND WHAT YOU WANT WHEN YOU WANT IT!	1928036	17-Oct-1995
WIDENING OUR WORLD AND WOW DESIGN WITH GLOBE	2249096	01-Jun-1999
WIDENING OUR WORLD AND WOW DESIGN WITH GLOBE	2230427	09-Mar-1999
YOUR VALUE CARD	2043976	11-Mar-1997

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"U S WEST, INC.", A DELAWARE CORPORATION,

WITH AND INTO "QWEST COMMUNICATIONS INTERNATIONAL INC."

UNDER THE NAME OF "QWEST COMMUNICATIONS INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 8:40 O'CLOCK P.M.



2718311 8100M

001339627

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0539348

DATE: 07-05-00

TRADEMARK
REEL: 002085 FRAME: 0295

**CERTIFICATE OF MERGER
OF
U S WEST, Inc.
INTO
QWEST COMMUNICATIONS INTERNATIONAL INC.**

**Pursuant to Section 251 of the
Delaware General Corporation Law**

Qwest Communications International Inc., a Delaware corporation, which desires to merge with U S WEST, Inc., a Delaware corporation, hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
U S WEST, Inc.	Delaware
Qwest Communications International Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of July 18, 1999, between each of the constituent corporations to the merger (as amended, the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: Qwest Communications International Inc. is the surviving corporation of the merger.

FOURTH: The merger shall be effective as of the time of the filing of this Certificate.

FIFTH: The certificate of incorporation, as amended, of Qwest Communications International Inc. (the "Certificate of Incorporation") shall be the certificate of incorporation of the surviving corporation of the merger, except that the Certificate of Incorporation shall be amended in the merger to read in full as set forth in Exhibit A hereto.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation, 1801 California Street, Denver, Colorado 80202.

SEVENTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed by its authorized officers.

Dated: June 30, 2000

QWEST COMMUNICATIONS
INTERNATIONAL INC.

By: Drake S. Tempest
Drake S. Tempest
Authorized Signatory

**RESTATED CERTIFICATE OF INCORPORATION
OF
QWEST COMMUNICATIONS INTERNATIONAL INC.**

ARTICLE 1

Name

The name of the corporation is Qwest Communications International Inc. (the "Corporation").

ARTICLE 2

Address of Registered Office; Name of Registered Agent

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE 3

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "Corporation Law").

ARTICLE 4

Powers

The Corporation shall have all powers that may now or hereafter be lawful for a corporation to exercise under the Corporation Law.

ARTICLE 5

Capital Stock

Section 5.01. Authorization. The aggregate number of shares of stock which the Corporation shall have authority to issue is five billion two hundred million (5,200,000,000) shares, of which five billion (5,000,000,000) shares shall be shares of common stock having a par value of \$0.01 per share (the "**Common Stock**"), and two hundred million (200,000,000) shares shall be shares of a class of preferred stock having a par value of \$1.00 per share (the "**Preferred Stock**") and issuable in one or more series as hereinafter provided. For purposes of this Article 5, references to the "**Board of Directors**" shall refer to the Board of Directors of the Corporation, as established in accordance with Article 6 of the Certificate of Incorporation of the Corporation and references to "the Certificate of Incorporation of the Corporation" shall refer to this Restated Certificate of Incorporation as the same may be amended from time to time.

Section 5.02. Common Stock. The shares of Common Stock of the Corporation shall be of one and the same class. The holders of Common Stock shall have one vote per share of Common Stock on all matters on which holders of Common Stock are entitled to vote. Except as otherwise provided by law or by the terms of any outstanding series of Preferred Stock, the entire voting power of the stockholders of the Corporation shall be vested in the holders of Common Stock of the Corporation, who shall be entitled to vote on any matter on which the holders of stock of the Corporation shall, by law or by the provisions of the Certificate of Incorporation or bylaws of the Corporation, be entitled to vote.

Section 5.03. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized, by resolution adopted and filed in accordance with law, to fix the number of shares in each series, the designation thereof, the voting powers, preferences and relative, participating, optional or other special rights thereof, and the qualifications or restrictions thereon, of each series and the variations in such voting powers and preferences and rights as between series. Any shares of any series of Preferred Stock purchased, exchanged, converted or otherwise acquired

by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, without designation as to series, and may be reissued as part of any series of Preferred Stock created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth in this Certificate of Incorporation or in such resolution or resolutions.

ARTICLE 6

Board of Directors

Section 6.01. *Number of Directors.* The number of Directors shall be fixed by the bylaws of the Corporation, but shall not be less than six nor more than seventeen.

Section 6.02. *Powers of the Board of Directors.* The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors selected as provided by law and the Certificate of Incorporation and the bylaws of the Corporation. In furtherance, and not in limitation, of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to:

(a) adopt, amend, alter, change or repeal bylaws of the Corporation; *provided, however,* that no bylaw hereafter adopted shall invalidate any prior act of the Corporation that would have been valid if such new bylaws had not been adopted;

(b) subject to the bylaws as from time to time in effect, determine the rules and procedures for the conduct of the business of the Board of Directors and the management and direction by the Board of Directors of the business and affairs of the Corporation, including the power to designate and empower committees of the Board of Directors, to elect, or authorize the appointment of, and empower officers and other agents of the Corporation, and to determine the time and place of, the notice requirements for, and the manner of conducting, Board meetings, as well as other notice requirements for, and the manner of taking, Board action; and

(c) exercise all such powers and do all such acts as may be exercised or done by the Corporation, subject to the provisions of the Corporation Law and the Certificate of Incorporation and bylaws of the Corporation.

Section 6.03. *Classified Board of Directors.* The directors, other than those who may be elected solely by the holders of shares of any class or series of

stock having a preference over the common stock of the Corporation as to dividends or to distributions upon liquidation or dissolution and winding-up of the Corporation pursuant to the terms of Article 5 of the Certificate of Incorporation of the Corporation, shall be classified, with respect to the time for which they severally hold office, into three classes, with each class to hold office until its successors are elected and qualified. Subject to the rights of the holders of any series of Preferred Stock, at each annual meeting of the stockholders, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election.

Section 6.04. *Vacancies.* Except as otherwise required by law and subject to the rights of the holders of any series of Preferred Stock, any vacancy in the Board of Directors for any reason and any newly created directorship resulting by reason of any increase in the number of directors may be filled only by the Board of Directors (and not by the stockholders), by resolution adopted by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum (or by a sole remaining director); *provided, however,* that if not so filled, any such vacancy shall be filled by the stockholders at the next annual meeting or at a special meeting called for that purpose. Any director so appointed shall hold office until the next meeting of stockholders at which directors of the class for which such director has been chosen are to be elected and until his or her successor is elected and qualified.

Section 6.05. *Removal of Directors.* Except as may be provided in respect of any series of Preferred Stock pursuant to Article 5 with respect to any directors elected solely by the holders of such series of Preferred Stock, any director (including all members of the Board of Directors) may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 80% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class. For the purposes of this Section 6.05, "cause" shall mean the willful and continuous failure of a director to substantially perform such director's duties to the Corporation (other than any such failure resulting from incapacity due to physical or mental illness) or the willful engaging by a director in gross misconduct materially and demonstrably injurious to the Corporation.

ARTICLE 7

Stockholder Actions and Meetings of Stockholders

Subject to the rights of the holders of any series of Preferred Stock, any

stock of the Corporation entitled to vote generally in the election of directors of the Corporation and each reference to a percentage of shares of Voting Stock shall refer to such percentage of the votes entitled to be cast by such shares.

(f) The terms "Affiliate" and "Associate" shall have the meanings set forth in Rule 12b-2 under the Securities Exchange Act of 1934, as amended.

(g) The term "Beneficially Owns" shall have the meaning set forth in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, *provided, however,* that, any shares of Voting Stock of the Corporation that any Related Person has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed Beneficially Owned by the Related Person whether immediately exercisable or exercisable within ten years of the date as of which Beneficial Ownership is to be determined.

(h) The term "Subsidiary" with respect to the Corporation shall mean any corporation, partnership, limited liability company, business trust or similar entity in which a majority of any class of any equity security is owned directly or indirectly by the Corporation.

Section 9.02. *When Higher Vote Is Not Required.* The provisions of Section 9.01 of this Article shall not be applicable to any particular Business Combination and such Business Combination shall require only such affirmative vote as may be required by law or by any other provision of this Certificate of Incorporation of the Corporation, if all of the conditions specified in either of the following paragraphs (a) or (b) are met:

(a) the Business Combination shall have been approved by a vote of not less than a majority of the Continuing Directors, or

(b) all of the following conditions shall have been met:

(i) The aggregate amount of cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of the consideration, other than cash, to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the highest of the following:

(A) if applicable, the highest price per share (including any brokerage commissions, transfer taxes, and soliciting dealers' fees) paid by the Related Person for any shares of Common Stock acquired by it (i) within the two year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (ii) in the transaction

in which it became a Related Person; or

(B) the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Related Person became a Related Person (such latter date is referred to in this Article as the "**Determination Date**"), whichever is higher; and

(1) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of the consideration, other than cash, to be received per share by holders of shares of any class or series of outstanding Voting Stock, other than Common Stock, shall be at least equal to the highest of the following (it being intended that the requirements of this subparagraph (B)(2) shall be required to be met with respect to every class or series of outstanding capital stock of the Corporation other than Common Stock, whether or not the Related Person has previously acquired any shares of such class or series of Voting Stock):

(aa) if applicable, the highest per share price (including any brokerage commission, transfer taxes, and soliciting dealers' fees) paid by the Related Person for any shares of such class or series of Voting Stock acquired by it (i) within the two year period immediately prior to the Announcement Date or (ii) in the transaction in which it became a Related Person, whichever is higher; or

(bb) if applicable, the redemption price of the shares of such class or series, or if such shares have no redemption price, the highest amount per share which such class or series would be entitled to receive upon liquidation of the Corporation on the Announcement Date or the Determination Date, whichever is higher; or

(cc) the Fair Market Value per share of such class or series of Voting stock on the Announcement Date or on the Determination Date, whichever is higher; and

(ii) the consideration to be received in such Business Combination by holders of each class or series of outstanding Voting Stock

or authorization of any "**Business Combination**" (as hereinafter defined) of the Corporation with any "**Related Person**" (as hereinafter defined). For the purpose of this Article:

(a) The term "**Business Combination**" shall mean (1) any merger or consolidation of the Corporation or a Subsidiary (as hereinafter defined) of the Corporation with or into a Related Person or of a Related Person with or into the Corporation or a Subsidiary of the Corporation; (2) any sale, lease, exchange, transfer, or other disposition, including, without limitation, a mortgage or any other hypothecation or transfer as collateral, of all or any "Substantial Part" (as hereinafter defined) of the assets either of the Corporation (including, without limitation, any voting securities of a Subsidiary) or of a Subsidiary of the Corporation to a Related Person; (3) the issuance of any securities (other than by way of a distribution to stockholders made pro rata to all holders of the class of stock to receive the distribution) of the Corporation or a Subsidiary of the Corporation to a Related Person; (4) the acquisition by the Corporation or a Subsidiary of the Corporation of any securities of a Related Person; (5) any recapitalization that would have the effect, directly or indirectly, of increasing the voting power of a Related Person; (6) any merger of the Corporation into a Subsidiary of the Corporation; or (7) any agreement, contract, or other arrangement providing for any of the transactions described in this definition of "Business Combination."

(b) The term "**Continuing Director**" shall mean any member of the Board of Directors who is neither Affiliated (as defined below) nor Associated (as defined below) with the Related Person and who was a member of the Board of Directors prior to the time that the Related Person became a Related Person, and any successor of a Continuing Director who is recommended to succeed a Continuing Director then a member of the Board of Directors.

(c) The term "**Related Person**" shall mean and include any individual, corporation, partnership, or other person or entity which, together with its "Affiliates" and "Associates," "Beneficially Owns" (as hereinafter defined), in the aggregate ten percent (10%) or more of the outstanding Voting Stock of the Corporation, and any Affiliate or Associate of any such individual, corporation, partnership, or other person or entity.

(d) The term "**Substantial Part**" shall mean more than 80% of the book value of the total consolidated assets of the Corporation as reported in the consolidated financial statements of the Corporation and its subsidiaries as of the end of its most recent fiscal year ending prior to the time as of which a "Substantial Part" is to be determined.

(e) The term "**Voting Stock**" shall mean all outstanding shares of capital

(including Common Stock) shall be in cash or in the same form as the Related Person has previously paid for shares of such class or series of Voting Stock; *provided, however*, that if the Related Person has paid for shares of any class or series of Voting Stock with varying forms of consideration, the form of consideration for such class or series of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class or series of Voting Stock previously acquired by it; and

(iii) a proxy statement responsive to the requirements of the Securities Exchange Act of 1934, as amended, shall have been mailed to public stockholders of the Corporation for the purpose of soliciting stockholder approval of the Business Combination and shall have contained at the front thereof, in a prominent place, any recommendations as to the advisability (or inadvisability) of the Business Combination that the Continuing Directors, or any of them, may choose to state and, if deemed advisable by a majority of the Continuing Directors, an opinion of a reputable investment banking firm as to the fairness (or not) of the terms of the Business Combination, from the point of view of the remaining public stockholders of the Corporation (such investment banking firm to be selected by a majority of the Continuing Directors and to be paid a reasonable fee for their services by the Corporation upon receipt of the opinion).

Section 9.03. *Certain Definitions and Additional Provisions.* For the purposes of this Article:

(a) "Fair Market Value" shall mean:

(i) in the case of stock, the highest closing sale price during the date in question of a share of such stock on the Composite Tape for New York Stock Exchange Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934, as amended, on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in Market Value on the date in question of a share of such stock as determined by the Continuing Directors in good faith, which determination shall be final; and

(ii) in the case of property other than cash or stock, the Fair Market Value of such property on the date in question as determined by the Continuing Directors in good faith, which determination shall be final.

action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by written consent in lieu of a meeting of such holders. Subject to the rights of the holders of any series of Preferred Stock, special meetings of stockholders of the Corporation may be called only by the Chairman of the Board of Directors of the Corporation or the Board of Directors pursuant to a resolution adopted by a majority of the members of the Board of Directors then in office. Elections of directors need not be by written ballot, unless otherwise provided in the bylaws. For purposes of all meetings of stockholders, a quorum shall consist of a majority of the shares entitled to vote at such meeting of stockholders, unless otherwise required by law or, in respect of a meeting of the holders of any series of Preferred Stock, by the provisions of Section 5.03 or Section 6.05.

ARTICLE 8

Limitation on Liability of Directors

No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, including without limitation for serving on a committee of the Board of Directors; *provided, however*, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) arising under Section 174 of the Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any amendment, repeal or modification of this Article 8 shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, repeal or modification.

ARTICLE 9

Certain Business Combinations

Section 9.01. *Vote Required for Certain Business Combinations.* Except as otherwise expressly provided in Section 9.02 of this Article, in addition to any affirmative vote required by law or by any other provision of the Certificate of Incorporation of the Corporation, the affirmative vote of the holders of not less than 80% of the outstanding shares of "Voting Stock" (as hereinafter defined) of the Corporation voting together as a single class shall be required for the approval

(b) The Board of Directors, with the approval of a majority of the total number of Continuing Directors, shall have the power and duty to determine, on the basis of information known to it after reasonable inquiry, all facts necessary to determine compliance with this Article, including, without limitation, (i) whether a person is a Related Person, (ii) the number of shares of Voting Stock Beneficially Owned by any person, (iii) whether a person is an Affiliate or Associate of another person, (iv) whether the applicable conditions set forth in paragraph (B) of Section 9.02(b) have been met with respect to any Business Combination, and (v) whether the proposed transaction is a Business Combination. Any such determinations shall be final.

Section 9.04. *Amendment of this Article.* This Article may be amended, altered, changed, or repealed only by the affirmative vote of the holders of at least 80% of the outstanding shares of Voting Stock voting together as a single class unless the proposed amendment, alteration, change, or repeal has been recommended to the stockholders by the Board of Directors with the approval of at least two-thirds of the Continuing Directors, in which event the proposed amendment, alteration, change, or repeal shall require for approval the affirmative vote of the holders of at least 66 2/3% of the outstanding shares of Voting Stock, voting as a single class.

ARTICLE 10

Bylaws

The Board of Directors shall have the power to adopt, amend, alter, change or repeal bylaws of and for the Corporation by the affirmative vote of 66 2/3% of the members then in office; *provided, however,* that the first, third, and fourth sentences of Section 3.02(a), the second sentence of Section 4.01, Section 5.01(a), the second sentence of Section 5.02, Section 5.05 (except for the third, fourth, and fifth sentences of the last paragraph thereof), the third sentence of Section 5.13, the proviso in the first sentence of Article 10, and the last sentence of Article 10 of the bylaws may only be amended or repealed by an affirmative vote of 75% of the Board of Directors of the Corporation. The affirmative vote of the holders of at least 80% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class shall be required to adopt, amend, alter, change or repeal bylaws of the Corporation (notwithstanding the fact that approval by a lesser percentage may be permitted by the Corporation Law); *provided, however,* that the first, third, and fourth sentences of Section 3.02(a), the second sentence of Section 4.01, Section 5.01(a), the second sentence of Section 5.02, Section 5.05 (except for the third, fourth, and fifth sentences of the last paragraph thereof), the

third sentence of Section 5.13, the proviso in the first sentence of Article 10, and the last sentence of Article 10 of the bylaws may be amended or repealed by the affirmative vote of 75% of the then outstanding shares of Common Stock.

ARTICLE 11

Amendment of Certificate of Incorporation

The Corporation hereby reserves the right from time to time to amend, alter, change or repeal any provision contained in the Certificate of Incorporation of the Corporation in any manner permitted by the Corporation Law and all rights and powers conferred upon stockholders, directors and officers herein are granted subject to this reservation. In addition to any vote otherwise required by law, and except as may otherwise be provided in Article 5 or 9 hereof, any such amendment, alteration, change or repeal shall require approval of both (i) the Board of Directors by the affirmative vote of a majority of the members then in office and (ii) the holders of a majority of the voting power of all of the shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, except that any proposal to amend, alter, change or repeal the provisions of Section 6.03 of Article 6, Section 6.05 of Article 6, Article 7, Article 10 and this Article 11 shall require the affirmative vote of the holders of 80% of the voting power of all of the shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.