

07-14-1998

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MPO 7.7.98

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To the Honorable Commissioner of Pa

100764058

the attached original documents or copy thereof.

1. Name of conveying party(ies):

U S WEST, Inc.

Additional names(s) of conveying party(ies)

Yes  No

3. Nature of conveyance:

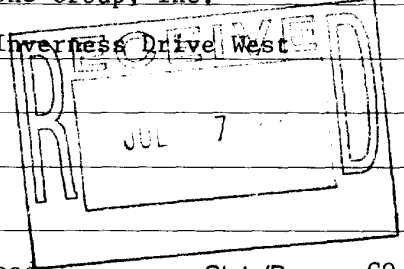
- Assignment  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

Execution Date: June 12, 1998

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

Name: MediaOne Group, Inc.

Address: 188 Inverness Drive West



City: Englewood State/Prov.: CO

Country: U.S.A. ZIP: 80112

Additional name(s) & address(es)

Yes  No

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

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

Patent Application No. Filing date

See attached pages 1-4  
entitled "Continuation of Item 4.A."

B. Patent No.(s)

See attached pages 1-3  
entitled "Continuation of Item 4.B."

Additional numbers

Yes  No

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

Name: Stephen F. Jewett

Registration No. 27,565

Address: U S WEST, Inc. Law Department

Intellectual Property Group

7800 East Orchard Road, Suite 480

City: Englewood State/Prov.: CO

Country: U.S.A. ZIP: 80111

6. Total number of applications and patents involved:

275

7. Total fee (37 CFR 3.41):.....\$ 11,000

Enclosed - Any excess or insufficiency should be credited or debited to deposit account

Authorized to be charged to deposit account

8. Deposit account number:

21-0456

07/09/1998 SMITH 00000036 210456 07073997

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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.

Stephen F. Jewett, Reg. No. 27,565

July 6, 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

11

PATENT

## RECORDATION FORM COVER SHEET (PATENTS ONLY)

### Continuation of Item 4.A. (Patent Application Numbers and Filing Dates)

Patent Application Number	Filing Date
07/073997	06/09/93
07/957409	10/05/92
07/977982	11/18/92
07/999317	12/31/92
08/015756	02/10/93
08/040740	03/31/93
08/088696	07/08/93
08/088708	07/08/93
08/223888	04/06/94
08/270070	07/01/94
08/272891	10/09/96
08/345143	11/28/94
08/370145	01/09/95
08/398232	03/03/95
08/412312	03/16/95
08/491002	06/14/95
08/497721	06/30/95
08/498824	07/06/95
08/520663	08/28/95
08/541388	10/10/95
08/541713	10/10/95
08/561679	11/22/95
08/572095	12/14/95
08/572301	12/14/95
08/572790	12/15/95
08/574873	12/19/95
08/575402	12/20/95
08/577192	12/22/95
08/582680	01/04/96
08/583915	01/11/96
08/584414	01/09/96
08/584415	01/09/96
08/584504	01/09/96
08/584876	01/11/96
08/587115	01/09/96
08/587124	01/09/96
08/587126	01/11/96
08/609574	03/01/96
08/614419	03/08/96
08/616229	03/15/96
08/627249	04/01/96
08/643689	05/06/96
08/651369	05/22/96
08/655516	05/30/96

## RECORDATION FORM COVER SHEET (PATENTS ONLY)

### Continuation of Item 4.A. (Patent Application Numbers and Filing Dates)

Patent Application Number	Filing Date
08/659323	06/06/96
08/659429	06/06/96
08/659430	06/06/96
08/662252	06/14/96
08/664490	06/17/96
08/665137	06/14/96
08/665228	06/17/96
08/674437	07/02/96
08/681024	07/22/96
08/689402	08/08/96
08/694230	08/08/96
08/694654	08/07/96
08/695097	08/07/96
08/695171	08/08/96
08/695246	08/08/96
08/695247	08/08/96
08/698489	08/15/96
08/699261	08/19/96
08/702335	08/23/96
08/706046	08/30/96
08/715970	09/18/96
08/715985	09/19/96
08/717982	09/23/96
08/718795	09/24/96
08/741298	10/30/96
08/747298	11/12/96
08/747478	11/12/96
08/749901	11/13/96
08/762761	12/10/96
08/769731	12/20/96
08/769732	12/20/96
08/769911	12/19/96
08/771462	12/20/96
08/771469	12/20/96
08/771512	12/20/96
08/771596	12/20/96
08/771790	12/20/96
08/771792	12/20/96
08/772591	12/20/96
08/777724	12/20/96
08/778491	01/03/97
08/785113	01/21/97
08/785805	01/14/97
08/789927	01/28/97

## RECORDATION FORM COVER SHEET (PATENTS ONLY)

### Continuation of Item 4.A. (Patent Application Numbers and Filing Dates)

Patent Application Number	Filing Date
08/791668	01/30/97
08/791795	01/29/97
08/801094	02/14/97
08/806973	02/26/97
08/826615	04/04/97
08/827666	04/10/97
08/843980	04/18/97
08/848040	04/28/97
08/850976	05/05/97
08/888023	07/03/97
08/896041	07/17/97
08/897746	07/21/97
08/900250	07/25/97
08/906962	08/06/97
08/915188	08/20/97
08/927747	09/11/97
08/928009	09/11/97
08/936312	09/24/97
08/937218	09/18/97
08/937576	09/25/97
08/937577	09/25/97
08/937578	09/25/97
08/938221	09/26/97
08/939376	09/29/97
08/940694	09/30/97
08/941118	09/30/97
08/943354	10/01/97
08/948103	10/09/97
08/949830	10/14/97
08/955546	10/22/97
08/956677	10/23/97
08/958943	10/28/97
08/964485	11/05/97
08/970552	11/14/97
08/977694	11/25/97
08/979379	11/26/97
08/989805	12/12/97
08/990045	12/11/97
08/992696	12/18/97
08/994057	12/19/97
08/994060	12/19/97
08/994374	12/19/97
08/996050	12/22/97
08/996349	12/23/97

## RECORDATION FORM COVER SHEET (PATENTS ONLY)

### Continuation of Item 4.A. (Patent Application Numbers and Filing Dates)

Patent Application Number	Filing Date
08/996350	12/23/97
08/996492	12/23/97
08/997244	12/23/97
08/997279	12/23/97
08/997358	12/23/97
08/997361	12/23/97
08/997363	12/23/97
08/998091	12/24/97
08/998309	12/24/97
08/998393	12/24/97
08/998795	12/29/97
08/998799	12/29/97
08/998800	12/29/97
08/998802	12/29/97
08/999278	12/29/97
08/999279	12/29/97
09/000827	12/30/97
09/000911	12/30/97
09/000912	12/30/97
09/001176	12/30/97
09/001642	12/31/97
09/001643	12/31/97
09/002075	01/23/98
09/002260	12/31/97
09/027692	02/23/98
09/052892	03/31/98
09/054352	12/31/97
09/054352	04/02/98
09/057214	01/23/98
09/064376	04/22/98
09/069363	04/29/98
09/079898	05/15/98
29/072497	05/30/97
29/075083	08/01/97
29/080632	09/18/97

**RECORDATION FORM COVER SHEET (PATENTS ONLY)**

**Continuation of Item 4.B. (Patent Numbers)**

<b>Patent Number</b>
4818051
4914689
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**RECORDATION FORM COVER SHEET (PATENTS ONLY)**

**Continuation of Item 4.B. (Patent Numbers)**

<b>Patent Number</b>
5754630
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DES 309630
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DES 379479
DES 385298
DES 385910
DES 390599

**RECORDATION FORM COVER SHEET (PATENTS ONLY)**

**Continuation of Item 4.B. (Patent Numbers)**

<b>Patent Number</b>
5574494
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*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, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

2506480 8100

981229709

AUTHENTICATION:

DATE: 9137506

PATENT 06-15-98

REEL: 9297 FRAME: 0450

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