

10-05-1998

Docket No.: 1419

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office



100844921

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SEP 25 1998

To the Honorable Commissioner of Patents and Trademarks attached original documents or copy thereof.

1. Name of conveying party(ies):

U S WEST, Inc.

MRD 9/25/98

ARD 10/5/98

Additional names(s) of conveying party(ies)

☐ Yes ☒ No

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

3. Nature of conveyance:

☐ Assignment

☐ Merger

☐ Security Agreement

☒ Change of Name

☐ Other

Execution Date: June 12, 1998

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

B. Patent No.(s)

08/757,309

November 27, 1996

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 E. Orchard Road, Suite 480

City: Englewood State/Prov.: CO

Country: U.S.A. ZIP: 80111

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

☐ 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

10/02/1998 JSHADAZZ 00000217 210456 08757309

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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

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

4

*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".

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Edward J. Freel, Secretary of State

AUTHENTICATION:

2506480 8100

DATE:

9137544

981229709

06-15-98

**PATENT****REEL: 9481 FRAME: 0984**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:20 PM 06/12/1998  
981228364 - 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