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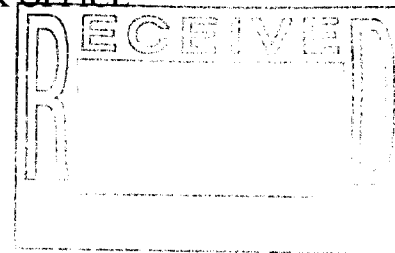


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TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET



TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

1. Name and address of conveying party(ies):

UNIVERSAL ALGORITHMS INCORPORATED  
One SW Columbia, Ste. 100  
Portland, OR 97258

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

COLLEGENET, INC.  
One SW Columbia, Ste. 100  
Portland, OR 97258

3. Nature of conveyance: Name Change

Execution Date: April 28, 1999

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

- A. Registration No.: 1,980,163  
Mark: PRECISION GUIDES  
Registration Date: June 11, 1996
- B. Registration No.: 2,045,384  
Mark: COLLEGENET  
Registration Date: March 18, 1997
- C. Registration No.: 1,979,900  
Mark: MISCELLANEOUS OWL DESIGN (SURFER)  
Registration Date: June 11, 1996

07/14/1999 MTHAI1 00000266 1980163

01 FC:481  
02 FC:482

- D. Registration No.: 1,981,278

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REEL: 001926 FRAME: 0905

Mark: MISCELLANEOUS OWL DESIGN (GRADUATE)

Registration Date: June 18, 1996

E. Registration No.: 2,174,195

Mark: MISCELLANEOUS DESIGN (DASHBOARD)

Registration Date: July 21, 1998

F. Registration No.: 2,110,674

Mark: APPLYWEB

Registration Date: November 4, 1997

G. Registration No.: 2,116,093

Mark: MACH25

Registration Date: November 25, 1997

H. Registration No.: 2,195,782

Mark: STANDOUT

Registration Date: October 13, 1998

I. Serial No. 75/476,087

Mark: SPEEDBOOK

Filing Date: April 28, 1998

J. Serial No. 75/491,949

Mark: WALL OF FAME

Filing Date: May 28, 1998

K. Serial No. 75/556,634

Mark: NET COUNSELOR

Filing Date: September 22, 1998

L. Serial No. 75/556,635

Mark: INSIGHT

Filing Date: September 22, 1998

M. Serial No. 75/556,655

Mark: COLLEGEBOT

Filing Date: September 22, 1998

N. Serial No. 75/566,636

Mark: NET COUNSELING

Filing Date: September 22, 1998

O. Serial No. 75/625,284  
Mark: NETVIEWBOOK  
Filing Date: January 22, 1999

P. Serial No. 75/625,288  
Mark: HUMANFORM  
Filing Date: January 22, 1999

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

Annette M. Mulee  
Stoel Rives LLP  
900 S.W. Fifth Avenue, Suite 2300  
Portland, Oregon 97204  
(503) 224-3380

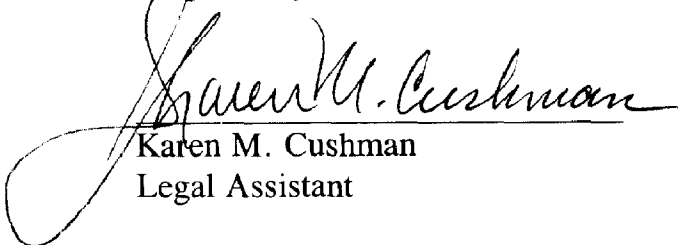
6. Total number of applications and registrations involved: 16

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

8. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455.

9. 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.

Respectfully submitted,



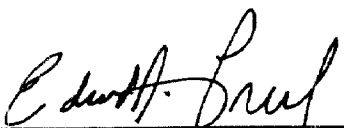
Karen M. Cushman  
Legal Assistant

Total number of pages comprising cover sheet and conveyance: 7

Date: July 9, 1999  
STOEL RIVES LLP  
900 SW Fifth Avenue, Suite 2600  
Portland, Oregon 97204-1268  
Telephone: (503) 224-3380  
Attorney Docket No. 15461/4

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 "UNIVERSAL ALGORITHMS INCORPORATED", CHANGING ITS NAME FROM "UNIVERSAL ALGORITHMS INCORPORATED" TO "COLLEGENET, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 1999, AT 1:30 O'CLOCK P.M.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9800418

991236039

DATE: 06-11-99

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**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
UNIVERSAL ALGORITHMS INCORPORATED**

Universal Algorithms Incorporated, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been unanimously consented to in writing by the stockholders, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

II. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"The name of this corporation is CollegeNET, Inc."

IN WITNESS WHEREOF, Universal Algorithms Incorporated has caused this Certificate to be executed by James H. Wolfston, Jr., its authorized officer, on this 28<sup>th</sup> day of April, 1999.

By:   
James H. Wolfston, Jr.  
President and Secretary

PDX4-155457.1 15461-0002


STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:30 PM 05/04/1999  
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## DECLARATION

The undersigned being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that he is properly authorized to execute this Declaration on behalf of the applicant; that due to a clerical error, applicant's name and state of incorporation were incorrectly identified in its trademark applications and registrations as Universal Algorithms, Inc., an Oregon corporation, and that the record should reflect the correct name and entity of the applicant as Universal Algorithms Incorporated, a Delaware corporation, for the marks shown in the attached Exhibit "A"; that Universal Algorithms Incorporated changed its name to CollegeNET, Inc. on May 4, 1999 and a certified copy of the name change document is attached hereto; that the facts set forth in this Declaration are true; and that all statements made of his own knowledge are true and all statements made on information and belief are believed to be true.

COLLEGENET, INC., formerly UNIVERSAL  
ALGORITHMS INCORPORATED

By:   
James H. Wolfston, Jr.  
President and Secretary

Dated: July 6, 1999

## EXHIBIT "A"

| <u>Trademark</u>                    | <u>Serial No</u> | <u>Filing Date</u> | <u>Reg No</u> | <u>Reg Date</u> |
|-------------------------------------|------------------|--------------------|---------------|-----------------|
| PRECISION GUIDES                    | 74/548,253       | 12JL1994           | 1,980,163     | 11JE1996        |
| COLLEGENET                          | 74/669,651       | 04MY1995           | 2,045,384     | 18MR1997        |
| MISCELLANEOUS OWL DESIGN (SURFER)   | 74/718,881       | 22AU1995           | 1,979,900     | 11JE1996        |
| MISCELLANEOUS OWL DESIGN (GRADUATE) | 74/718,883       | 22AU1995           | 1,981,278     | 18JE1996        |
| MISCELLANEOUS DESIGN (DASHBOARD)    | 75/085,182       | 08AP1996           | 2,174,195     | 21JL1998        |
| APPLYWEB                            | 75/186,750       | 24OC1996           | 2,110,674     | 04NO1997        |
| MACH25                              | 75/200,529       | 19NO1996           | 2,116,093     | 25NO1997        |
| STANDOUT                            | 75/355,756       | 10SE1997           | 2,195,782     | 13OC1998        |
| SPEEDBOOK                           | 75/476,087       | 28AP1998           |               |                 |
| WALL OF FAME                        | 75/491,949       | 28MY1998           |               |                 |
| NET COUNSELOR                       | 75/556,634       | 22SE1998           |               |                 |
| INSIGHT                             | 75/556,635       | 22SE1998           |               |                 |
| COLLEGEBOT                          | 75/556,655       | 22SE1998           |               |                 |
| NET COUNSELING                      | 75/566,636       | 22SE1998           |               |                 |
| NETVIEWBOOK                         | 75/625,284       | 22JA1999           |               |                 |
| HUMANFORM                           | 75/625,288       | 22JA1999           |               |                 |

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RECORDED: 07/12/1999

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