

07-19-1999



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mrs
7-15-99

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
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

(07/16/1999 MTHAI1 00000090 75537274
01 FC:481 40.00 OP)

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

TRADEMARK
REEL: 001928 FRAME: 0429

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)

| | | | | | | |
|--|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <input type="text" value="75/537274"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
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| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

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

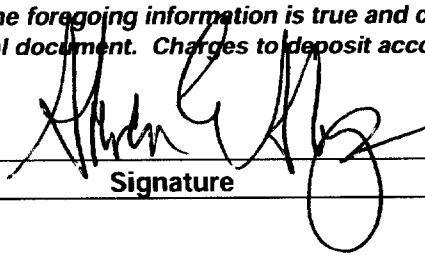
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Steven E. Shapiro
Name of Person Signing



Signature

July 13, 1999
Date Signed

AMENDMENT TO MORTGAGE, ASSIGNMENT AND GRANT
OF SECURITY INTEREST WITH RESPECT TO TRADEMARKS

This Amendment to Mortgage, Assignment And Grant of Security Interest With Respect to Trademarks is entered into as of June 17, 1999 by and between Interactive Knowledge, Inc., a Delaware corporation (the "Borrower"), and Imperial Bank, a California banking corporation (the "Bank"), with respect to the following facts:

A. Borrower entered into that certain Mortgage, Assignment and Grant of Security Interest with Respect to Trademarks, dated as of January 8, 1999, which was recorded with the United States Department of Commerce, Patent and Trademark Office, on January 15, 1999 (reel/frame: 1841/0627) (the "Trademark Mortgage").

B. The parties hereto wish to amend the Trademark Mortgage.

NOW THEREFORE the parties hereto agree as follows:

1. On Schedule A to the Trademark Mortgage: the reference to the Registration/Serial Number 75/537, 275, with respect to the trademark "NetLibrary", is hereby deleted and the Registration/Serial Number 75/537,274 is substituted therefor.

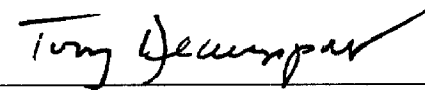
2. Except as otherwise expressly provided herein, the Trademark Mortgage shall remain in full force and effect.

IN WITNESS WHEREOF the parties hereto have executed this Amendment to Mortgage, Assignment and Grant of Security Interest with Respect to Trademarks as of the date first above written.

INTERACTIVE KNOWLEDGE, INC.

IMPERIAL BANK

By: 
Its: Vice President & Controller

By: 
Its: Senior Vice President +
manager

ALL-PURPOSE ACKNOWLEDGMENT

State of ~~California~~ Colorado)
County of Boulder)

On July 1, 1999 before me, Joyce A. Ayres,
DATE

personally appeared F. Clark Ellis
NAME(S) OF SIGNER(S)

personally known to me **-OR-**
 proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Joyce A. Ayres
SIGNATURE OF NOTARY

*my commission
Expires 1/11/2002*

CAPACITY CLAIMED BY SIGNER

INDIVIDUAL(S)
 CORPORATE
Vice President
OFFICER(S) & Controller
TITLE(S)

- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)
Interactive Knowledge, Inc.

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT: Amendment to Mortgage

NUMBER OF PAGES _____ DATE OF DOCUMENT _____

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

SIGNER(S) OTHER THAN NAMED ABOVE xxx

ALL-PURPOSE ACKNOWLEDGMENT

State of ~~California~~ Texas)
County of Travis)

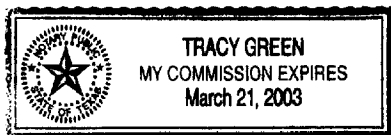
On July 6, 1999 before me, Tracy Green
DATE

personally appeared Tommy Deaverport
NAME(S) OF SIGNER(S)

personally known to me -OR-
 proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Tracy Green
SIGNATURE OF NOTARY



CAPACITY CLAIMED BY SIGNER

INDIVIDUAL(S)
 CORPORATE _____

OFFICER(S) Senior V.P. + Manager
TITLE(S)

- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)
Imperial Bank

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TRADEMARK
REEL: 001928 FRAME: 0434

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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

(310) 312-2000

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

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\$

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:

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Authorization to charge additional fees:

Yes

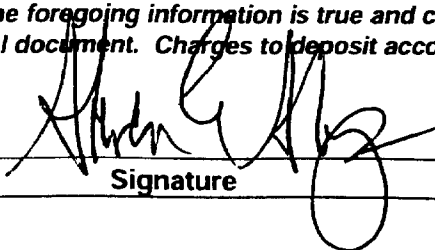
No

Statement and Signature

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Steven E. Shapiro

Name of Person Signing



Signature

July 13, 1999

Date Signed