

RE

11-19-1999

Docket No.:

80822

TI



101202829

Tab settings

MUD 11/6/99

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

1. Name of cor
Real Educa

11-06-1999
U.S. Patent & TMO/ TM Mail Ropt Dt. #40

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Colorado
 Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: eCollege.com, Inc.

Internal Address: _____

Street Address: 10200-A East Girard Avenue

City: Denver State: CO ZIP: 80231

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 21, 1999

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

A. Trademark Application No.(s)
75/734,593

Additional numbers Yes No

B. Trademark Registration No.(s)

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

Name: Lisa A. Osman

Internal Address: Dorsey & Whitney LLP

Street Address: 370 17th Street, Suite 4400

City: Denver State: CO ZIP: 80202

6. Total number of applications and registrations involved:..... **1**

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

Enclosed
 Authorized to be charged to deposit account

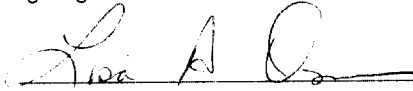
8. Deposit account number:
04-1415

11/18/1999 DNGUYEN 00000120 75734593

01 FC:481

40.00 OP

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.

Lisa A. Osman  November 3, 1999

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

REEL: 001989 FRAME: 0846

**CERTIFICATE OF OWNERSHIP
AND MERGER
OF
REAL EDUCATION, INC.
(a Colorado corporation)
INTO
eCollege.com, Inc.
(a Delaware corporation)**

Real Education, Inc., a Colorado corporation (the "Company"), does hereby certify as follows in accordance with Section 253 of the Delaware General Corporation Law:

FIRST: The Company owns 100% of the issued and outstanding stock of eCollege.com, Inc., a Delaware corporation ("eCollege.com").

SECOND: That, pursuant to an Action by Unanimous Written Consent of the Board of Directors of the Company, dated as of May 11, 1999, the following resolutions were adopted:

RESOLVED, that the Company shall be reincorporated as a Delaware corporation by effecting a merger (the "Merger") of the Company with and into eCollege.com, Inc., a Delaware corporation ("eCollege.com"), in which (i) each outstanding share of the Common Stock of the Company shall be converted into seven (7) shares of Common Stock of eCollege.com having a par value of \$.01 per share, (ii) each outstanding share of the Series A Preferred Stock of the Company shall be converted into seven (7) shares of Series A Preferred Stock of eCollege.com having a par value of \$.01 per share, (iii) each outstanding share of the Series B Preferred Stock of the Company shall be converted into seven (7) shares of Series B Preferred Stock of eCollege.com having a par value of \$.01 per share, and (iv) each outstanding share of the Series C Preferred Stock of the Company shall be converted into seven (7) shares of Series C Preferred Stock of eCollege.com having a par value of \$.01 per share;

RESOLVED FURTHER, that each option or warrant issued or granted by the Company to purchase shares of the Company's Common Stock that is outstanding on the effective date of the Merger (the "Effective Date") shall, by virtue of the Merger and without any action on the part of the holder thereof, be changed into and become an option or warrant to purchase Common Stock of eCollege.com, upon the same terms and conditions as set forth in those instruments evidencing such option as in effect on the Effective Date;

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 OWNERSHIP, WHICH MERGES:

"REAL EDUCATION, INC.", A COLORADO CORPORATION,
WITH AND INTO "ECOLLEGE.COM, INC." UNDER THE NAME OF
"ECOLLEGE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JUNE, A.D. 1999, AT 9:05 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

3026779 8100M

991252810

AUTHENTICATION: 9827627

DATE: 06-24-99

TRADEMARK

REEL: 001989 FRAME: 0849

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRANSMITTAL LETTER (GENERAL)
(With Certificate of Mailing by First Class Mail)

Name of Applicant: **eCollege.com, Inc. (fka Real Education, Inc.)**
Serial No.: **75/734,593**

Docket No.
80822

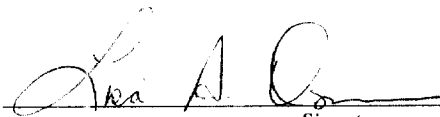
Service Mark: **ECOLLEGE.COM**

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Transmitted herewith is the following:

**RECORDATION FORM COVER SHEET with CERTIFICATE OF OWNERSHIP AND
MERGER OF REAL EDUCATION, INC. INTO ECOLLEGE.COM, INC.**

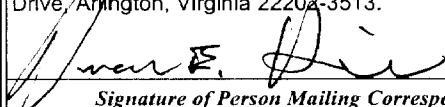
- No additional fee is required.
- Please charge Deposit Account No. _____ in the amount of _____
A duplicate copy of this sheet is enclosed.
- A check in the amount of **\$40.00** is attached.
Any excess or insufficiency should be credited or debited to Deposit Account No. **04-1415**
A duplicate copy of this sheet is enclosed.



Signature

Dated: **November 3, 1999**

**Lisa A. Osman
Dorsey & Whitney LLP
370 17th Street, Suite 4400
Denver, CO 80202-5644**

I certify that this document and fee is being deposited on 11/3/99 with the U.S. Postal Service as first class mail under 37 C.F.R. 1.8 and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.
 <i>Signature of Person Mailing Correspondence</i>
Duncan E. Hill <i>Typed or Printed Name of Person Mailing Correspondence</i>

CC:

SM08/REV04

RECORDED: 11/06/1999

**TRADEMARK
REEL: 001989 FRAME: 0850**