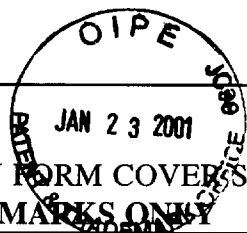


1.23.01

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



01-29-2001



101596096

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

1. Name of conveying party(ies):  
Washingtonpost.Newsweek Interactive Company

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation - Delaware

Other: \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment                               Merger
- Security Agreement                   Change of Name

Other: \_\_\_\_\_

Execution Date: December 28, 2000

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

Name: Washingtonpost.Newsweek Interactive Company, LLC

Address: 1515 N. Courthouse Road, 11th Floor  
Arlington, Virginia 22201

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other: Limit Liability Company - Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application Nos.: 76/123095; 75/903838; 75/160728; 75/376198; 76/027983; 76/075949; 76/075946 75/348575; 75/853693; 75/829651; 75/554074; and 75/741910

B. Trademark Registration Nos.: 2181768; 2305598; 2268896; 2017006; 2346367; 2252944; 2311086; and 2369998

Additional numbers attached?  Yes  No

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

Name: Douglas A. Rettew

Address: Finnegan, Henderson, Farabow,

Garrett & Dunner, L.L.P.

1300 I Street, N.W.

Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41): \$ 515

- Enclosed
- Authorized to be charged to deposit account, if necessary

8. Deposit account number:  
06-0916

DO NOT USE THIS SPACE

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.*

Douglas A. Rettew  
Name of Person Signing

[Signature]  
Signature

1/22/01  
Date

Total number of pages including cover sheet, attachments, and document: 2

CERTIFICATE OF CONVERSION  
OF  
WASHINGTONPOST.NEWSWEEK INTERACTIVE COMPANY  
TO  
A LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 266 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE

It is hereby certified that:

1. The name under which the corporation (the "Corporation") was originally incorporated is Digital Ink Co.

2. The date of filing of the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is November 12, 1993.

3. The name of the limited liability company into which the Corporation shall be converted is Washingtonpost.Newsweek Interactive Company, LLC.

4. The conversion of the Corporation into a limited liability company shall become effective as of 12:01 a.m. on January 1, 2001.

5. The conversion herein certified has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

Dated: December 28, 2000



Name: Clifford M. Sloan

Title: Vice President, General Counsel and Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:30 AM 12/29/2000  
010000484 - 2359143