

05-22-2001

Docket No.:

43656-01007



101725318

Tab settings

To the Honorable Commissioner of Paten.

Attached original documents or copy thereof.

1. Name of conveying party(ies):

**Interactive Knowledge, Inc.**  
1033 Walnut Street, Suite 200  
Boulder, Colorado 80302

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 20, 1999

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

Name: netLibrary, Inc.

Internal Address: \_\_\_\_\_

Street Address: 3080 Center Green Drive

City: Boulder State: CO ZIP: 80301

- 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  No  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  No

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

A. Trademark Application No.(s)

75/656,523

B. Trademark Registration No.(s)

Additional numbers  Yes  No

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

Name: Christopher J. Kulish, Esq.

Internal Address: Holme Roberts & Owen LLP

05/21/2001 GTDN11 00000086 75656523

01 EC:481 40.00 OP

Street Address: 1700 Lincoln Street, Suite 4100

City: Denver State: CO ZIP: 80203

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:

08-2665

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.

Christopher J. Kulish

Name of Person Signing

Christopher J. Kulish  
Signature

5/8/01  
Date

3

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002299 FRAME: 0620

RECEIVED  
2001 MAY 18 4 40 PM  
ASSIGNMENT SERVICES  
DIVISION

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 "INTERACTIVE KNOWLEDGE, INC.", CHANGING ITS NAME FROM "INTERACTIVE KNOWLEDGE, INC." TO "NETLIBRARY, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF AUGUST, A.D. 1999, AT 11:30 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0238319

AUTHENTICATION:

02-04-00

DATE: TRADEMARK

REEL: 002299 FRAME: 0621

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**CERTIFICATE OF AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
INTERACTIVE KNOWLEDGE, INC.**

(Pursuant to Section 242)

Interactive Knowledge, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows for the purpose of amending its Certificate of Incorporation:

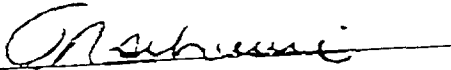
1. That the Board of Directors of the Corporation duly adopted resolution containing the amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation set forth below, declaring such amendment to be advisable and called for the approval of the stockholders of the Corporation to such amendment.
2. That the holders of the outstanding shares of stock of the Corporation entitled to vote, acting by means of written consent in lieu of a meeting pursuant to Section 228(a) of the Delaware General Corporation Law, adopted and approved this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation.
3. That Article I of the Second Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety:

**ARTICLE I:** The name of the corporation is notLibrary, Inc. (the "Corporation" or the "Company").

4. That except as amended hereby, the provisions of the Second Amended and Restated Certificate of Incorporation, as heretofore amended, shall remain in full force and effect.

IN WITNESS WHEREOF, this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation has been signed this 20<sup>th</sup> day of August, 1999.

INTERACTIVE KNOWLEDGE, INC.

By:   
Name: Timothy R. Schiewe  
Title: President and CEO

**EXHIBIT C**

**RECORDED: 05/14/2001**

**TRADEMARK  
REEL: 002299 FRAME: 0623**