



102206381

ADEMARKS ONLY

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

1. Name of Conveying Party(ies):

Vulcan Northwest Inc.
110 - 110th Avenue NE
Bellevue WA 98004

08-06-02

Type of Entity:

- Individual(s)
- General Partnership
- Corporation-State of Washington
- Other
- Association
- Limited Partnership

2. Name and Address of Receiving Party(ies):

Name: Vulcan Inc.
Internal Address: 505 Union Station, Suite 900
Street Address: 505 Fifth Avenue South
City: Seattle State: WA Zip: 98104

Type of Entity:

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Washington
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO
(Designations must be separate document from Assignment)
Additional name(s) & address(es) attached? YES NO

3. Nature of Conveyance:

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

Execution Date: July 5, 2001

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

A. Trademark Application Number(s):

SEE ATTACHED EXHIBIT A

B. Trademark Registration No.(s):

SEE ATTACHED EXHIBIT A

Additional numbers attached? YES NO

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

Name: *Nancy V. Stephens*
Internal Address: *Foster Pepper & Shefelman PLLC
1111 Third Avenue, Suite 3400
Seattle, Washington 98101*

6. Total number of applications and registrations involved: 40

7. Total fee (37 CFR 3.41): \$ 1015
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

NANCY V. STEPHENS
Name of Person Signing

Signature

Date

8/5/02

EXHIBIT A**U.S. Trademark Applications/Registrations Owned by
Vulcan, Inc. f/k/a Vulcan Northwest Inc.**

Serial No. or Registration No.	Mark	Filing Date or Registration Date	Class
76/064,194	SMARTAINMENT	6/6/2000	42
76/054,567	SMARTAINMENT	5/22/2000	25
76/053,971	SMARTAINMENT	5/22/2000	28
76/053,972	SMARTAINMENT	5/22/2000	9
76/054,480	SMARTAINMENT	5/22/2000	16
76/054,478	SMARTAINMENT	5/22/2000	21
76/064,192	SMARTAINMENT	5/22/2000	35
76/054,483	SMARTAINMENT	5/22/2000	38
76/054,484	SMARTAINMENT	5/22/2000	41
76/053,973	SMARTAINMENT	5/22/2000	18
78/009,297	SMARTERTAINMENT	5/22/2000	25
78/009,309	SMARTERTAINMENT	5/22/2000	41
78/009,308	SMARTERTAINMENT	5/22/2000	38
78/009,304	SMARTERTAINMENT	5/22/2000	28
78/009,281	SMARTERTAINMENT	5/22/2000	21
78/009,271	SMARTERTAINMENT	5/22/2000	18
78/009,247	SMARTERTAINMENT	5/22/2000	16
78/009,242	SMARTERTAINMENT	5/22/2000	9
78/011,546	SMARTERTAINMENT	6/6/2000	42
78/011,543	SMARTERTAINMENT	6/6/2000	35

EXHIBIT A**U.S. Trademark Applications/Registrations Owned by
Vulcan, Inc. f/k/a Vulcan Northwest Inc.**

Serial No. or Registration No.	Mark	Filing Date or Registration Date	Class
75/675,810	VULCAN	4/6/1999	38
75/676,780	VULCAN	4/6/1999	9
75/675,843	VULCAN	4/6/1999	41
75/675,837	VULCAN	4/6/1999	42
75/677,006	VULCAN	4/6/1999	36
75/675,919	VULCAN CABLE	4/6/1999	41
75/675,824	VULCAN CABLE	4/6/1999	38
75/676,124	VULCAN CABLE	4/6/1999	36
75/675,842	VULCAN CABLE	4/6/1999	42
75/676,546	VULCAN NORTHWEST	4/6/1999	42
75/677,013	VULCAN NORTHWEST	4/6/1999	35
75/677,012	VULCAN NORTHWEST	4/6/1999	36
75/677,011	VULCAN NORTHWEST	4/6/1999	38
75/676,118	VULCAN NORTHWEST	4/6/1999	41
75/677,010	VULCAN NORTHWEST	4/6/1999	9
75/676,119	VULCAN PROGRAMMING	4/6/1999	42
75/675,828	VULCAN PROGRAMMING	4/6/1999	38
75/675,829	VULCAN PROGRAMMING	4/6/1999	36
75/675,830	VULCAN PROGRAMMING	4/6/1999	41
2,556,545	VULCAN VENTURES	4/2/2002	36

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VULCAN NORTHWEST INC.

FILED
STATE OF WASHINGTON
JUL 09 2001
SECRETARY OF STATE

Pursuant to the provisions of RCW 23B.10 of the Washington Business Corporation Act, **VULCAN NORTHWEST INC.**, a Washington corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is:

VULCAN NORTHWEST INC.

SECOND: Article I of the Articles of Incorporation is amended to read in its entirety as follows:

ARTICLE I

The name of this corporation is:

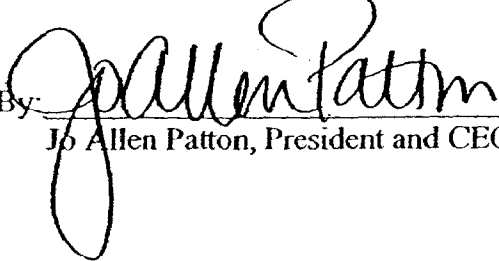
VULCAN INC.

THIRD: The amendment does not provide for an exchange, reclassification or cancellation of any issued shares.

FOURTH: The foregoing amendment of the Articles of Incorporation was adopted on July 5th, 2001 by the board of directors of the corporation in accordance with the provisions of RCW 23B.10.020 and shareholder action was not required.

DATED this 5th day of July, 2001.

VULCAN NORTHWEST INC.

By: 
Jo Allen Patton, President and CEO