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02-16-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

2.8.99

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

- License
- N- _____



02-08-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #64

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name RelevantKnowledge, Inc.

November 5, 1998

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Media Metrix, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 900 West Shore Road

Address (line 2) Port Washington NY 11050 USA

Address (line 3) _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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).

02/12/1999 DWGUYEN 00000166 2132256

01 FC:481 40.00 OP
02 FC:482 175.00 OP

Citizenship/State of Incorporation/Organization Delaware

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.

FORM PTO-1618B
Expires 06/30/99
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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 (212) 318-3000

Name Mark N. Mutterperl
Address (line 1) Fulbright & Jaworski L.L.P.
Address (line 2) 666 Fifth Avenue
New York, NY 10103
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)	
<u>See attached</u>	_____	<u>See attached</u>	_____
<u>Schedule B</u>	_____	<u>Schedule A</u>	_____
_____	_____	_____	_____
_____	_____	_____	_____

Number of Properties

Enter the total number of properties involved.

8

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 215.00

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.

MARK N. MATHEWS

Name of Person Signing

[Handwritten Signature]

Signature

2/8/99

Date Signed

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Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER
SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name _____

Formerly _____

Individual General Partnership Limited Partnership Corporation Ass

Other _____

Citizenship State of Incorporation/Organization _____



02-08-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

Receiving Party

Entering Additional 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 _____

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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)

SCHEDULE A

Registrations

<u>Mark</u>	<u>Registration No.</u>
RELEVANT KNOWLEDGE (STYLIZED)	2,132,256
BROWSER MAGIC	2,172,301

SCHEDULE B

Applications

<u>Mark</u>	<u>Registration No.</u>
RELEVANT KNOWLEDGE FOR THE WEB	75/212,458
LIFEGRAPHICS	75/540,706
GLOBAL KNOWLEDGE	75/557,962
LOCAL KNOWLEDGE	75/557,965
RELEVANT KNOWLEDGE AND DESIGN	75/555,796
KNOW THE WEB	75/557,961

Office of the Secretary of State

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 MERGER OF "MEDIA METRIX, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 1998, AT 4:01 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2733805 8100

991019509

AUTHENTICATION: 9525587

DATE: 01-15-99

TRADEMARK
REEL: 1853 FRAME: 0961

CERTIFICATE OF MERGER
OF
RELEVANTKNOWLEDGE, INC.

WITH AND INTO
MEDIA METRIX, INC.

(Under Section 251 of the General Corporation Law)

It is hereby certified that:

1. The constituent business corporations participating in the merger are:
 - (i) Media Metrix, Inc., which is incorporated under the laws of the State of Delaware ("MMX"); and
 - (ii) RelevantKnowledge, Inc. which is incorporated under the laws of the State of Delaware ("RKI").
2. An Agreement and Plan of Reorganization has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Media Metrix, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of MMX, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:01 PM 11/05/1998
981427227 - 2733805*

TRADEMARK
REEL: 1853 FRAME: 0962

5. The Agreement and Plan of Reorganization between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

Media Metrix, Inc.
900 West Shore Rd.
Port Washington, NY 11050

6. A copy of the aforesaid Agreement and Plan of Reorganization will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

IN WITNESS WHEREOF, the undersigned has subscribed this document on the date set forth below and does hereby affirm that the statements contained herein have been examined by him and are true and correct.

Dated: November 2, 1998

MEDIA METRIX, INC.
a Delaware corporation

/s/ Tod Johnson
Tod Johnson
Chief Executive Officer