

11-29-2000

Form PTQ-1595

1-31-92

10.30.00



101530971

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

2 SHEET

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

1. Name of conveying party(ies):
COMPS.COM, INC.

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

Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies)?
ACQ SUB, INC.
2 Bethesda Metro Center
10th Floor
Bethesda, MD 20814-5388

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

Additional name(s) & address(es) attached?
 yes no

Appointment of Domestic Representative attached?
 yes no



3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Names
 Other

Execution Date: February 10, 2000

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
SEE ATTACHED PAGE	SEE ATTACHED PAGE
Additional numbers attached?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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

Jody H. Drake, Esq.
SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

6. Total number of applications and registration involved:
18

7. Total Fee (37 CFR 3.41): \$465.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to Deposit Account

8. Deposit Account No. 19-4880
 (Attach dupl. copy of this page if paying by Deposit Account)

1/23/2000 11:41:01 00000363 75656485
 1:481 40.00 DP
 1:482 425.00 DP

DO NOT WRITE IN 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.

Jody H. Drake
Name

October 30, 2000
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT: 6

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Trademark Applications

75/656,485
75/729,533
75/729,580
75/729,950
75/732,000
75/732,088
75/732,090
75/782,866
75/782,869
75/782,870

Trademark Registrations

1,653,036
1,662,350
1,957,864
2,047,151
2,192,183
2,201,095
2,275,704
2,377,893

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, WHICH MERGES:

"COMPS.COM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ACQ SUB, INC." UNDER THE NAME OF "ACQ SUB, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF FEBRUARY, A.D. 2000, AT 5 O'CLOCK P.M.



3116871 8100M

001312112

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0508537

DATE: 06-20-00

TRADEMARK
REEL: 002182 FRAME: 0437

**CERTIFICATE OF MERGER
OF
COMPS.COM, INC.
(a Delaware corporation)

INTO
ACQ SUB, INC.
(a Delaware corporation)**

Pursuant to Section 251 of the
Delaware General Corporation Law

The undersigned corporation, organized and existing under and by virtue of
the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent
corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Acq Sub, Inc.	Delaware
COMPS.COM, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated as of November 3,
1999 (the "Merger Agreement") by and among COMPS.COM, Inc., a Delaware
corporation ("Company"), CoStar Group, Inc., a Delaware corporation ("Parent"), and
Acq Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Acq
Sub") has been approved, adopted, certified, executed and acknowledged by each of the
constituent corporations in accordance with the requirements of Section 251 of the
General Corporation Law of the State of Delaware.

THIRD: That Acq Sub, Inc. shall be the surviving corporation.

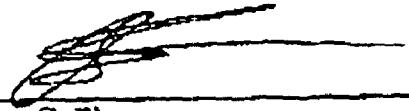
FOURTH: That the certificate of incorporation of Acq Sub., Inc. shall be
the certificate of incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at the principal
place of business of the surviving corporation. The address of the principal place of
business of the surviving corporation is 7475 Wisconsin Avenue, Suite 600, Bethesda,
Maryland 20814.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF; Acq Sub, Inc. has caused this certificate to be signed by Andrew C. Florance, its President and Chief Executive Officer, on the 10th day of February, 2000.

ACQ SUB, INC.

By 
Andrew C. Florance
President and Chief Executive Officer