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04-10-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

TechRepublic Inc.

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

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

2. Name and address of receiving party(ies)

Name: TechRepublic Holdings, Inc.

Internal Address: 9900 Corporate Campus Drive Street Address: Suite 1500 City: Louisville State: KY Zip: 40223

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 31, 2002

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

A. Trademark Application No.(s) 76/252,394

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Kimberly G. Russell

Internal Address: Steinhart & Falconer LLP

Street Address: 333 Market Street Suite 3200

San Francisco City: State: CA Zip: 94105

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

14766-1002

(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.

Kimberly G. Russell Name of Person Signing

Kim Russell Signature

April 2, 2003 Date

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

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

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TRADEMARK REEL: 002708 FRAME: 0611

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 03/01/2002  
020149723 - 3188491

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**TECHREPUBLIC INC.**

**INTO**

**TECHREPUBLIC HOLDINGS, INC.**

TechRepublic Holdings, Inc., a Delaware corporation (the "Corporation") does hereby certify:

**FIRST:** That the Corporation owns all of the outstanding shares of the outstanding capital stock of TechRepublic Inc., a corporation incorporated pursuant to the Delaware General Corporation Law in the State of Delaware.

**SECOND:** That the Corporation, by the following resolutions of its Board of Directors, duly by unanimous written consent on January 31, 2002, voted to merge TechRepublic Inc. into the Corporation in accordance with the requirements of Section 253(a) of the General Corporation Law of the State of Delaware:

**WHEREAS,** in order to (a) create as legal structure that more accurately replicates the operational structure of the businesses and (b) reduce the administrative burden and costs of maintaining separate legal entities and of providing for separate financial reporting for separate legal entities, the Board of Directors has determined that it is in the best interests of the Corporation to merge TechRepublic Inc. with the Corporation.

**RESOLVED,** that the Board of Directors of the Corporation hereby approves the merger of TechRepublic Inc., a wholly owned subsidiary, into the Corporation with the Corporation as the surviving entity and the assumption by the Corporation of the obligations of TechRepublic Inc.;

**FURTHER RESOLVED,** that the merger shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware;

**FURTHER RESOLVED,** that a copy of this consent be filed in the minute book of the Corporation.

**FURTHER RESOLVED**, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said TechRepublic Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

**IN WITNESS WHEREOF**, said TechRepublic Holdings, Inc. has caused this Certificate to be signed by Sharon Le Duy, its Secretary, this 31<sup>st</sup> day of January, 2002.

  
By: Sharon Le Duy  
Secretary

STEINHART & FALCONER LLP

A LIMITED LIABILITY PARTNERSHIP

ATTORNEYS

333 MARKET STREET, THIRTY-SECOND FLOOR  
SAN FRANCISCO, CALIFORNIA 94105-2150

WWW.STEINHART.COM

KIMBERLY G. RUSSELL  
DIRECT DIAL: (415) 442-0834  
E-MAIL: KRUSSELL@STEINHART.COM

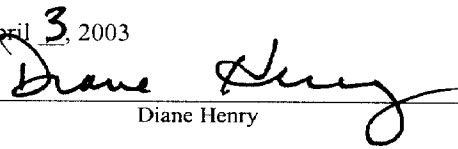
TELEPHONE: (415) 777-3999  
FACSIMILE: (415) 442-0856

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as First Class mail in an envelope addressed to: Box Assignments, USPTO, Crystal Gateway 4,1213 Jefferson Davis Hwy., Suite 320, Washington, D.C. 20231 on the date shown below:

Date: April 3, 2003

By: \_\_\_\_\_

  
Diane Henry

April 3, 2003

BOX ASSIGNMENTS

U.S. Patent and Trademark Office

Assignment Division

Crystal Gateway 4

1213 Jefferson Davis Hwy., Suite 320

Washington, D.C. 20231

Re: CNET Networks, Inc.  
Mark: REAL WORLD, REAL TIME, REAL I.T.  
Conveying Party: TechRepublic Inc.  
Receiving Party: TechRepublic Holdings, Inc.  
Application Serial No. 76/252,394  
International Classes: 16 and 42  
Attorney Reference No.: 14766-1107

Dear Sirs:

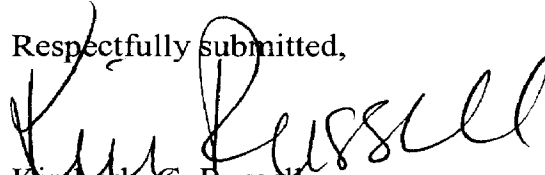
Steinhart & Falconer LLP represents CNET Networks, Inc. Enclosed is a PTO Recordation Form Cover Sheet to effect the recordal of the merger from TechRepublic Inc. into TechRepublic Holdings, Inc. of the above-referenced application. We also enclose a copy of the Certificate of Ownership and Merger Merging TechRepublic Inc. into TechRepublic Holdings, Inc.

Please charge the recordation fee of \$40.00 to the Deposit Account of Steinhart & Falconer, No. 19-4215 (Attorney Ref. No.: 14766-1002). Please charge any additional fees that may be due or credit any overpayment to the same Deposit Account.

BOX ASSIGNMENTS  
U.S. Patent and Trademark Office  
April 3, 2003  
Page 2

Please date stamp and return the enclosed postcard indicating receipt of the  
Certificates of Ownership and Merger and the PTO Recordation Form Cover Sheets.

Respectfully submitted,



Kimberly G. Russell

KGR/meb  
Enclosures

# Delaware

PAGE 1

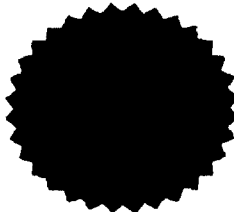
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TECHREPUBLIC INC.", A DELAWARE CORPORATION,

WITH AND INTO "TECHREPUBLIC HOLDINGS, INC." UNDER THE NAME OF "TECHREPUBLIC HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 2002, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3188491 8100M

AUTHENTICATION: 1644022

020143723

DATE: 03-04-02

RECORDED: 04/08/2003

TRADEMARK

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