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Form PTO-1594
(Rev. 03/01)
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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): **5.603**
ZD Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: CNET Networks, Inc.
Internal
Address: _____
Street Address: 265 Second Street, 4th Floor
City: San Francisco State: CA Zip: 94104
 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: 05/01/2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
76/628,780
Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

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
City: San Francisco State: CA Zip: 94105

6. Total number of applications and registrations involved: 1

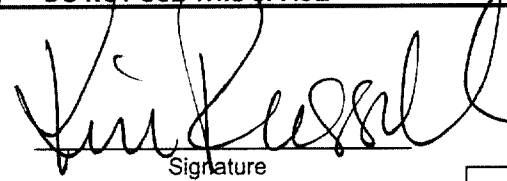
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-4215

OFFICE OF PUBLIC RECORDS
2003 MAY - 6 AM 11: 39
FINANCE SECTION

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DO NOT USE THIS SPACE

9. Signatures
Kimberly G. Russell  May 1, 2003
Name of Person Signing Signature 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

TRADEMARK
REEL: 002728 FRAME: 0527

CERTIFICATE
OF
OWNERSHIP AND MERGER

Merging

ZD INC.
Into
CNET NETWORKS, INC.

CNET Networks, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

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

| <u>Name</u> | <u>State of Incorporation</u> |
|---------------------|-------------------------------|
| ZD Inc. | Delaware |
| CNET Networks, Inc. | Delaware |

SECOND: That the Corporation owns all of the outstanding shares of capital stock of ZD Inc.

THIRD: That the Corporation, by the following resolutions of its board of directors, duly adopted by the written consent of its Board of Directors on May 1, 2001 voted to merge ZD Inc. into the Corporation in accordance with the requirements of Section 253(a) of the General Corporation Law of the State of Delaware:

WHEREAS, following the acquisition of ZD Inc. by the Corporation, the businesses owned and operated by ZDNet, Inc. and ZD Inc. have been substantially integrated with the businesses owned and operated by the Corporation; and

WHEREAS, in order to (a) create a 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 ZDNet, Inc. with ZD Inc. and to merge ZD Inc. with the Corporation.

- (1) RESOLVED, that the Board of Directors of the Corporation hereby approves the merger of ZD Inc., a wholly owned subsidiary ("ZD Inc."), into the Corporation with the Corporation as the surviving entity and the assumption by the Corporation of the obligations of ZD Inc.

(2) RESOLVED, that the merger shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

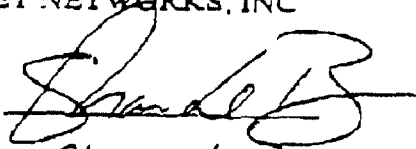
(3) RESOLVED, that a copy of this consent be filed in the minute book of the Corporation.

FOURTH: That the Certificate of Incorporation of CNET Networks, Inc., which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

Dated: May 1, 2001

CNET NETWORKS, INC

By:



Name:

Sharon Le Day

Title:

SVP TGC

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STEINHART & FALCONER LLP
A LIMITED LIABILITY PARTNERSHIP
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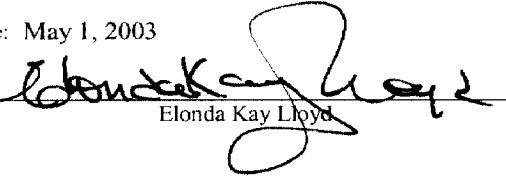
TELEPHONE: (415) 777-3999
FACSIMILE: (415) 442-0856

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: May 1, 2003

By:


Elonda Kay Lloyd

May 1, 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: GAMESPOT
Conveying Party: ZD Inc.
Receiving Party: CNET Networks, Inc.
Application Serial No. 75/628,780
International Class: 9
Attorney Reference No.: 14766-1070.1

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 ZD Inc. to CNET Networks, Inc. for the above-referenced application. We also enclose a copy of the Certificate of Ownership and Merger Merging ZD Inc. into CNET Networks, 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

May 1, 2003

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

Respectfully submitted,



Kimberly G. Russell

KGR/meb
Enclosures

Delaware

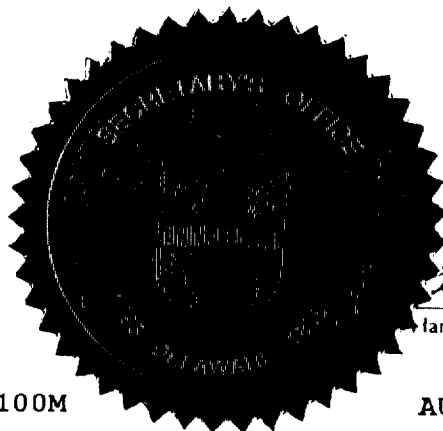
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The First State

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:

"ZD INC.", A DELAWARE CORPORATION,

WITH AND INTO "CNET NETWORKS, INC." UNDER THE NAME OF "CNET NETWORKS, 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 MAY, A.D. 2001, AT 1 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2318920 8100M

AUTHENTICATION: 1601229

020080970

DATE: 02-07-02

RECORDED: 05/06/2003

TRADEMARK
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