

06-04-2003

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

REC 102464130

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

Tab settings

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

1. Name of conveying party(ies):

TechRepublic Holdings, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: January 31, 2002

2. Name and address of receiving party(ies)

Name: CNET Networks, Inc. Internal Address: Street Address: 235 Second Street, 4th Floor City: San Francisco State: CA Zip: 94105

- 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

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

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

DO NOT USE THIS SPACE

9. Signature.

Kimberly G. Russell Name of Person Signing

Signature

April 15, 2002 Date

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

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

Delaware

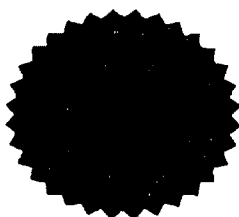
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The First State

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:

"TECHREPUBLIC HOLDINGS, 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 MARCH, A.D. 2002, AT 4:31 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

2318920 8100M

AUTHENTICATION: 1644028

020144409

DATE: 03-04-02

TRADEMARK
REEL: 002745 FRAME: 0901

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TECHREPUBLIC HOLDINGS, INC.

INTO

CNET NETWORKS, INC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:31 PM 03/01/2002
020144409 - 2318920

CNET Networks, 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 Holdings, 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 adopted at a meeting held on January 22, 2002, voted to merge TechRepublic Holdings, Inc. into the Corporation in accordance with the requirements of Section 253(a) of the General Corporation Law of the State of Delaware:

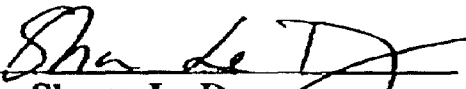
WHEREAS, in order to (a) create as legal structure that more accurately replicates the operational structure of the businesses and (b) reduce the administrative burden and costs of maintaining separate legal entities and of providing for separate financial reporting for separate legal entities, the Board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

RESOLVED, that the Board of Directors of the Corporation hereby approves the merger of TechRepublic Holdings, 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 Holdings, 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 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 Holdings, 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 anyway necessary or proper to effect said merger.

IN WITNESS WHEREOF, said CNET Networks, Inc. has caused this Certificate to be signed by Sharon Le Duy, its Senior Vice President and General Counsel, this 31st day of January, 2002.


By: Sharon Le Duy
Senior Vice President and
General Counsel

Delaware

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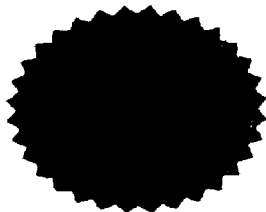
The First State

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:

"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

020143723

AUTHENTICATION: 1644022

DATE: 03-04-02

TRADEMARK
REEL: 002745 FRAME: 0904

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.

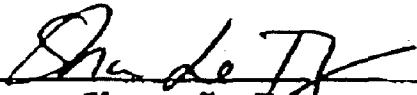
RESOLVED, that the Board of Directors of the Corporation hereby approves the merger of TechRepublic Inc., a wholly owned subsidiary, into the Corporation with the Corporation as the surviving entity and the assumption by the Corporation of the obligations of TechRepublic Inc.:

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 31st day of January, 2002.


By: Sharon Le Duy
Secretary