

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ZD Inc.		05/01/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	CNET Networks, Inc.
Street Address:	235 Second Street
Internal Address:	4th Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2357824	ZD.NET
Registration Number:	2702780	COMPUTER SHOPPER

CORRESPONDENCE DATA

Fax Number: (415)772-0856  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 415-777-3999  
 Email: tmdocket@piperrudnick.com  
 Correspondent Name: Kimberly G. Russell  
 Address Line 1: 333 Market Street  
 Address Line 2: Suite 3200  
 Address Line 4: San Francisco, CALIFORNIA 94105-2150

ATTORNEY DOCKET NUMBER:	14766-1000
NAME OF SUBMITTER:	Kimberly G. Russell

Total Attachments: 3  
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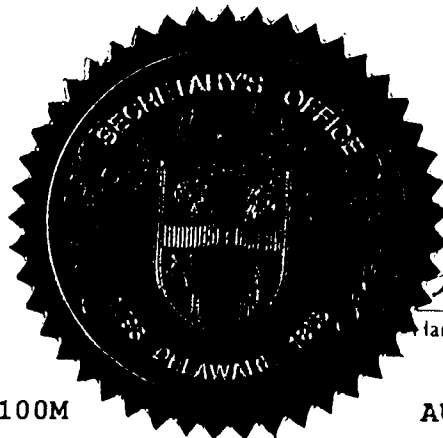
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*The First State*

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

TRADEMARK  
REEL: 002809 FRAME: 0300

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.

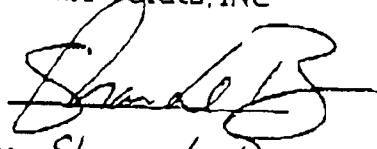
(3) RESOLVED, that a copy of this consent be filed in the minute book of the Corporation.

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:

Sharen Le Duy

Title:

SVP T.G.C.

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