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10-08-2003

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

RE 1



102570113

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 Holdings, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Delaware [] Other 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: 235 Second Street, 4th Floor City: San Francisco State: CA Zip: 94105 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] 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 [X] 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) B. Trademark Registration No.(s) 2,439,135 and 2,500,289 Additional number(s) attached [] Yes [X] 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: [] 7. Total fee (37 CFR 3.41).....\$ 65.00 [] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 19-4215 (Attach duplicate copy of this page if paying by deposit account)

10/08/2003 BYRNE 00000001 194215 2439135 01 FC:8522 02 FC:8522

DO NOT USE THIS SPACE

Statement of 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 Signature Date September 30, 2003

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

American LegalNet, Inc. www.USCourtForms.com

TRADEMARK REEL: 002840 FRAME: 0063

Delaware

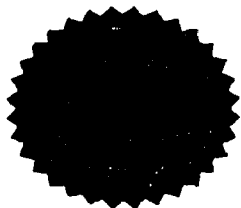
PAGE 1

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 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: 002840 FRAME: 0064

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:

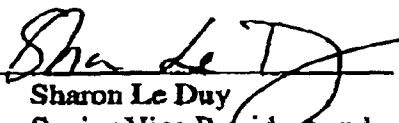
WHEREAS, in order to (a) create as legal structure that more accurately replicates the operational structure of the businesses and (b) reduce the administrative burden and costs of maintaining separate legal entities and of providing for separate financial reporting for separate legal entities, the Board 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



ATTORNEYS

333 Market Street, Suite 3200
San Francisco, CA 94105-2150
www.steinhart.com

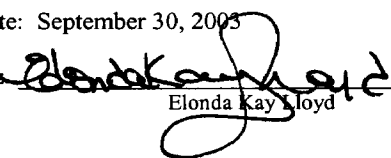
Kimberly G. Russell
krussell@steinhart.com
direct dial: 415.442.0834
telephone: 415.777.3999
facsimile: 415.442.0856

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: September 30, 2003

By


Elonda Kay Lloyd

September 30, 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: TECHREPUBLIC
Registration No. 2,439,135
International Classes: 16 and 42
Mark: Flag Design
Registration No. 2,500,289
International Classes: 16 and 42

Conveying Party: TechRepublic Holdings, Inc.
Receiving Party: CNET Networks, Inc.
Attorney Reference Nos.: 14766-1109 and -1108

Dear Sirs:

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

BOX ASSIGNMENTS

U.S. Patent and Trademark Office

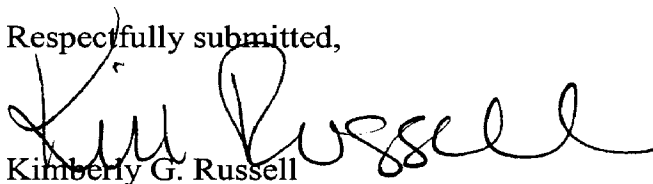
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Please charge the recordation fee of \$65.00 to the Deposit Account of Steinhart & Falconer, No. 19-4215 (Attorney Ref. No.: 14766-1002). Please charge any additional fees that may be due or credit any overpayment to the same Deposit Account.

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

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Kim Russell", written over the typed name.

Kimberly G. Russell

KGR/meb
Enclosures