

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Conversion to limited liability company/formation of limited liability company | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| LendingTree, Inc. | | 12/29/2004 | CORPORATION: DELAWARE |

| | |
|-----------------------------|-----------------------------|
| RECEIVING PARTY DATA | |
| Name: | LendingTree, LLC |
| Street Address: | 1115 Rushmore Drive |
| City: | Charlotte |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 28277 |
| Entity Type: | LTD LIAB JT ST CO: DELAWARE |

PROPERTY NUMBERS Total: 29

| Property Type | Number | Word Mark |
|----------------|----------|---|
| Serial Number: | 78373859 | WHEN REAL ESTATE BROKERS COMPETE, YOU WIN! |
| Serial Number: | 78373851 | WHEN REAL ESTATE AGENTS COMPETE, YOU WIN! |
| Serial Number: | 78373809 | WHEN BANKS AND REAL ESTATE AGENTS COMPETE, YOU WIN! |
| Serial Number: | 78490433 | REALESTATE.COM |
| Serial Number: | 78476349 | LENDINGTREE SETTLEMENT SERVICES |
| Serial Number: | 78390784 | LENDINGTREE QUICKSIGN |
| Serial Number: | 78385650 | BUYING AND SELLING YOUR HOME - IT'S ALL HERE! |
| Serial Number: | 78454736 | CUANDO LOS BANCOS COMPITEN, USTED GANA |
| Serial Number: | 78348045 | LENDERWEB APEX |
| Serial Number: | 75504021 | GETSMART AUTOLOANFINDER |
| Serial Number: | 75408540 | GETSMART MORTGAGE FINDER |
| Serial Number: | 78975641 | GETSMART |
| Serial Number: | 78068778 | GETSMART |
| Serial Number: | 78068777 | GETSMART |

CH \$740.00 78373859

| | | |
|----------------------|----------|-----------------------------|
| Serial Number: | 78975601 | GETSMART |
| Serial Number: | 78312398 | GETSMART HOMEFINDER |
| Registration Number: | 2470675 | DEBT CONSOLIDATION CENTER |
| Registration Number: | 2241814 | GETSMART |
| Registration Number: | 2842043 | CREDIT CARD FINDER |
| Registration Number: | 2265733 | LENDINGTREE |
| Registration Number: | 2525695 | HOMESPACE |
| Registration Number: | 2435185 | |
| Registration Number: | 2886058 | LENDINGTREE |
| Registration Number: | 2747718 | LEND-X |
| Registration Number: | 2440603 | WHEN BANKS COMPETE, YOU WIN |
| Registration Number: | 2418547 | MORTGAGE FINDER |
| Registration Number: | 2602929 | GETSMART |
| Registration Number: | 2883932 | LENDINGTREE |
| Registration Number: | 2402560 | SMARTMATCH |

CORRESPONDENCE DATA

Fax Number: (404)572-5145
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404 572-4636
Email: arbounds@kslaw.com
Correspondent Name: Amanda Laura Nye, Esq.
Address Line 1: 191 Peachtree Street
Address Line 4: Atlanta, GEORGIA 30303-1736

| | |
|--------------------|--------------------|
| NAME OF SUBMITTER: | Amanda Laura Nye |
| Signature: | /amanda laura nye/ |
| Date: | 01/11/2005 |

Total Attachments: 5
source=CHG_OF_ENT#page1.tif
source=CHG_OF_ENT#page2.tif
source=CHG_OF_ENT#page3.tif
source=CHG_OF_ENT#page4.tif
source=CHG_OF_ENT#page5.tif

Delaware

PAGE 1

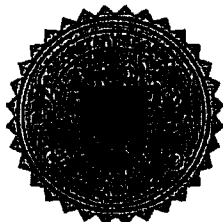
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "LENDINGTREE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "LENDINGTREE, INC." TO "LENDINGTREE, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 3:22 O'CLOCK P.M.

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

2631408 8100V

040950021



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3585123

DATE: 12-29-04

TRADEMARK
REEL: 003005 FRAME: 0710

CERTIFICATE OF CONVERSION

CONVERTING

LENDINGTREE, INC.
(A Delaware Corporation)

TO

LENDINGTREE, LLC
(A Delaware Limited Liability Company)

LendingTree, Inc. (the "Converting Corporation"), the corporation that is converting to a Delaware limited liability company (the "Company"), hereby certifies that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "LendingTree, Inc." The Converting Corporation was originally incorporated as Lewisburg Ventures, Inc.

2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

| <u>Date</u> | <u>Jurisdiction</u> |
|--------------|---------------------|
| June 7, 1996 | Delaware |

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is "LendingTree, LLC".

4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Sections 228 and 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.

5. Effective Time. This Certificate shall be effective upon its filing in the Office of the Secretary of State of the State of Delaware.

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:22 PM 12/29/2004
FILED 03:22 PM 12/29/2004
SRV 040950021 - 2631408 FILE

W/811372v2

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of
Conversion as of December 29, 2004.

LENDINGTREE, INC.

By: _____

Name: Matthew A. Packey

Title: Vice President

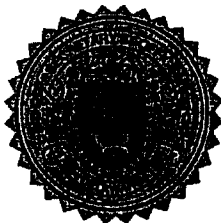
Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "LENDINGTREE, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 3:22 O'CLOCK P.M.

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



2631408 8100V

040950021

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3585123

DATE: 12-29-04

TRADEMARK
REEL: 003005 FRAME: 0713

CERTIFICATE OF FORMATION

OF

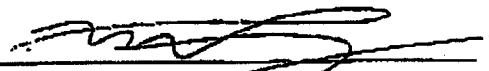
LENDINGTREE, LLC

This Certificate of Formation is being executed as of December 29, 2004 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act").

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is LendingTree, LLC (the "Company").
2. Registered Office and Registered Agent. The address of the registered office of the Company in the State of Delaware is c/o National Registered Agents, Inc., 9 East Loockerman Street, Suite 1B in the City of Dover, County of Kent, State of Delaware, 19901. The registered agent of the Company for service of process at such address is National Registered Agents, Inc.
3. Conversion. The Company has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Delaware LLC Act. The Company constitutes a continuation of the existence of the converted other entity in the form of a Delaware limited liability company.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first above written.


An Authorized Person
Type or Print Name: Matthew A. Packey

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:22 PM 12/29/2004
FILED 03:22 PM 12/29/2004
SRV 040950021 - 2631408 FILE

W/811374v4