

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AUTOTRADER.COM, LLC		01/01/2007	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	AUTOTRADER.COM, INC.		
Street Address:	5775 PEACHTREE DUNWOODY ROAD		
City:	ATLANTA		
State/Country:	GEORGIA		
Postal Code:	30342		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2542258	YOUR CAR IS WAITING	
Registration Number:	2641890	CURBSIDE	
Registration Number:	3171118	THE SMARTER PLACE TO BUY AND SELL A CAR	
CORRESPONDENCE DATA			
Fax Number:	(202)776-4933		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-776-2929		
Email:	trademark@dowlohnes.com		
Correspondent Name:	Mitchell H. Stabbe, Esq.		
Address Line 1:	1200 New Hampshire Avenue, NW		
Address Line 2:	Dow Lohnes		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036-6802		
ATTORNEY DOCKET NUMBER:	06515.0206		
NAME OF SUBMITTER:	MITCHELL H. STABBE		

OP \$90.00 2542258

Signature:

/MITCHELL H. STABBE/

Date:

02/06/2007

Total Attachments: 2

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Delaware

PAGE 1

The First State

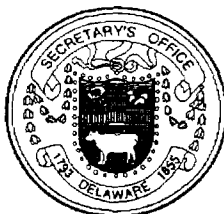
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "AUTOTRADER.COM, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "AUTOTRADER.COM, LLC" TO "AUTOTRADER.COM, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2006, AT 4:51 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2007.

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

2835304 8100V

061164714



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5306686

DATE: 12-26-06

TRADEMARK
REEL: 003475 FRAME: 0938

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:29 PM 12/19/2006
FILED 04:51 PM 12/19/2006
SRV 061164714 - 2835304 FILE

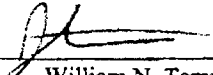
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY
TO A CORPORATION
PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW
OF AUTOTRADER.COM, LLC
TO AUTOTRADER.COM, INC.

This Certificate of Conversion from a Limited Liability Company to a Corporation (this "Certificate") is being duly executed and filed in order to convert AutoTrader.com, LLC, a Delaware limited liability company (the "Limited Liability Company"), to AutoTrader.com, Inc., a Delaware corporation (the "Corporation"), pursuant to Section 265 of the Delaware General Corporation Law.

1. The jurisdiction where the Limited Liability Company was first formed is Delaware.
2. The jurisdiction of the Limited Liability Company immediately prior to the filing of this Certificate is Delaware.
3. The date that the Limited Liability Company was first formed is December 18, 1997, pursuant to a Certificate of Formation filed with the Secretary of State of the State of Delaware on such date. The name of the Limited Liability Company under its Certificate of Formation was "AutoConnect, L.L.C." Pursuant to a Certificate of Amendment to the Certificate of Formation filed with the Secretary of State of the State of Delaware on August 23, 1999, the name of the Limited Liability Company was changed to "AutoTrader.com, LLC".
4. The name of the Limited Liability Company immediately prior to filing this Certificate is "AutoTrader.com, LLC".
5. The name of the Corporation as set forth in its Certificate of Incorporation is "AutoTrader.com, Inc."
6. The effective date of this Certificate of Conversion from a Limited Liability Company to a Corporation shall be January 1, 2007, and the effective date of the Certificate of Incorporation of the Corporation resulting from such conversion also shall be January 1, 2007.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign this Certificate on behalf of the converting Limited Liability Company, has executed this Certificate as of December 15, 2006.

AUTOTRADER.COM, LLC

By: 
Name: William N. Templeton
Title: Chief Financial Officer