

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NetCreations, Inc.		12/30/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Return Path, Inc.
Street Address:	305 Park Avenue South, 7th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2267844	100% OPT-IN
Registration Number:	2771221	NETCREATIONS

CORRESPONDENCE DATA

Fax Number: (212)527-7701
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212.257.7700
 Email: tmdocket@darbylaw.com
 Correspondent Name: Karin Segall/DARBY & DARBY P.C.
 Address Line 1: P.O. Box 770, Church Street Station
 Address Line 4: New York, NEW YORK 10008-0770

ATTORNEY DOCKET NUMBER:	02293/300F202-US0/300J285
NAME OF SUBMITTER:	Attorney
Signature:	/karin segall/

TRADEMARK

OP \$65.00 2267844

Date:

11/15/2007

Total Attachments: 3

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CERTIFICATE OF MERGER
OF
NETCREATIONS, INC., a New York corporation
INTO
RETURN PATH, INC., a Delaware corporation

RECEIVED
DEPARTMENT OF
TAXATION AND FINANCE
DEC 30 2005
CORPORATION TAX
DISSOLUTION

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

1. Return Path, Inc. (f/k/a uLocate.com, Inc.), a corporation of the State of Delaware (the "Surviving Corporation"), owns all of the outstanding shares of NetCreations, Inc., a corporation of the State of New York (the "Merging Corporation").
2. As to the subsidiary corporation (the Merging Corporation), the designation and number of outstanding shares and the number of such shares owned by the Surviving Corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
NetCreations, Inc.	19 Shares of Common, par value \$0.01 per share	19 Shares of Common, par value \$0.01 per share

3. The certificate of incorporation of NetCreations, Inc. (the Merging Corporation) was filed in the Department of State on the 17th day of January, 1996.

4. The surviving corporation is the Surviving Corporation (Return Path, Inc. (f/k/a uLocate.com, Inc.), a corporation of the State of Delaware), incorporated on the 27th day of December, 1999 (first under the name uLocate.com, Inc.), and which filed its application for authority to do business in the State of New York on the 4th day of January, 2000 (first under the name uLocate.com, Inc.). The merger is permitted by the laws of the state of its incorporation and is in compliance therewith.

5. The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the Surviving Corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him/her is c/o C T Corporation System, 111 Eighth Avenue, New York, NY 10011. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

6. The Surviving Corporation agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of the constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of the shareholders to receive payment for their shares.

7. The constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by such constituent domestic corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger, has been filed by such constituent domestic corporation. The said report, if estimated, is subject to amendment. The Surviving Corporation hereby agrees that it will within 30 days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the constituent domestic corporation.

8. The merger shall be effective upon filing of the Certificate of Merger with the New York Department of State and the Secretary of the State of Delaware.

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[NEW YORK CERTIFICATE OF MERGER SIGNATURE PAGE]

RETURN PATH, INC.

By: *M. Blumberg*
Name: Matthew Y. Blumberg
Title: President

NETCREATIONS, INC.

By: *John T. Sinclair*
Name: John T. Sinclair
Title: COO

{00143555; 2; 6050-10}