

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NetRatings, Inc.		10/01/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	NetRatings, LLC
Street Address:	770 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10003
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2196315	@PLAN
Registration Number:	2462859	AD ALERT
Registration Number:	2488315	ADRELEVANCE
Registration Number:	2649742	BANNERTRACK
Registration Number:	2847198	MEGAPANEL
Registration Number:	2446679	NETRATINGS
Registration Number:	2803463	NETVIEW

CORRESPONDENCE DATA

Fax Number: (312)474-0448
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-474-6300
 Email: docket@marshallip.com
 Correspondent Name: Gregory J. Chinlund
 Address Line 1: 233 South Wacker Drive
 Address Line 2: 6300 Sears Tower

OP \$190.00 2196315

Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER: 31306/G1000

NAME OF SUBMITTER: Gregory J. Chinlund

Signature: /gjc/

Date: 11/11/2008

Total Attachments: 3
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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 CORPORATION UNDER THE NAME OF "NETRATINGS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NETRATINGS, INC." TO "NETRATINGS, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2008, AT 8:50 O'CLOCK A.M.



2769374 8100V

081001834

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6886342

DATE: 10-01-08

TRADEMARK
REEL: 003886 FRAME: 0186

STATE OF DELAWARE
CERTIFICATE OF CONVERSION

of

NetRatings, Inc.

(a Delaware corporation)

to

NetRatings, LLC

(a Delaware limited liability company)

This Certificate of Conversion to Limited Liability Company is being duly executed and filed by an authorized person, to convert NetRatings, Inc., a Delaware corporation (the "Corporation"), to a Delaware limited liability company, under Section 18-214 of the Delaware Limited Liability Company Act (the "Act").

- (1) The jurisdiction where the Corporation was first formed is Delaware.
- (2) The jurisdiction of the Corporation immediately prior to filing this Certificate is Delaware.
- (3) The date the Corporation was first incorporated in Delaware is July 2, 1997.
- (4) The name of the Corporation immediately prior to filing this Certificate was NetRatings, Inc.
- (5) In accordance with Section 266(b) of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors (the "Board") and the sole stockholder of the Corporation by a written consent of the Board in accordance with the provisions of Section 141(f) of the DGCL and written consent of the sole stockholder of the Corporation in accordance with Section 228 of the DGCL, adopted a resolution approving the conversion of the Corporation into a Delaware limited liability company.
- (6) The name of the Limited Liability Company as set forth in the Certificate of Formation is NetRatings, LLC.
- (7) The conversion shall be effective upon the acceptance of the filing of this Certificate of Conversion by the Secretary of State of the State of Delaware.

[the next page is the signature page]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
on this 1st day of October, 2008.

NETRATINGS, INC.

By: Harris Black
Harris Black
Authorized Person