

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CNET Networks, Inc.		10/03/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	CBS Interactive Inc.
Street Address:	51 W. 52nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Registration Number:	3526603	BETWEEN TAKES
Registration Number:	3467955	BUZZ OUT LOUD
Registration Number:	3504004	INDIEVELOPMENT
Registration Number:	3526505	XTREME BEAUTY TIME
Registration Number:	2605994	WE DEAL WITH CRITICISM
Registration Number:	2610339	METASCORE
Registration Number:	2640363	METACRITIC.COM
Registration Number:	2625905	METACRITIC
Registration Number:	2226461	GAMESPOT
Registration Number:	2825355	GAMESPOT
Registration Number:	2626828	ITPAPERS.COM
Registration Number:	2643178	CNET SHOPPER
Registration Number:	2643177	CNET SHOPPER.COM
Registration Number:	2762371	REAL WORLD, REAL TIME, REAL I.T.

CH \$1540.00 3526603

Registration Number:	2764690	CNET
Registration Number:	2175989	C/NET
Registration Number:	2747738	CNET
Registration Number:	2163213	CNET
Registration Number:	1888794	CNET
Registration Number:	2129863	CNET
Registration Number:	2254659	CNET.COM
Registration Number:	3311450	CONSUMATING
Registration Number:	2500289	
Registration Number:	2742143	DOWNLOAD EXPRESS
Registration Number:	2670765	KILLERAPP
Registration Number:	2817729	METACRITIC.NET
Registration Number:	2487142	NEWMEDIARY
Registration Number:	2491808	SAVVYSEARCH
Registration Number:	2494535	SMART PLANET
Registration Number:	3216640	SPORTSGAMER
Registration Number:	2439135	TECHREPUBLIC
Registration Number:	2450598	URBAN BABY
Registration Number:	2452564	URBAN BABY
Registration Number:	3115567	WEBFERRET
Registration Number:	2333430	ZDNET
Registration Number:	3210136	CHOW FOOD. DRINK. FUN.
Registration Number:	2813999	M
Serial Number:	77362132	BNET
Serial Number:	78170402	CHOW
Serial Number:	77167026	CHOWHOUND
Serial Number:	77488982	CNET
Serial Number:	78822242	LIFE'S GONE DIGITAL
Serial Number:	77195492	MACFIXIT
Serial Number:	78929310	MOBIES
Serial Number:	77318384	MOVIETOME
Serial Number:	77438213	PRIME TIMES PAST
Serial Number:	77195542	TECHTRACKER
Serial Number:	77285096	THE BURNING QUESTION
Serial Number:	77285086	TURBOVISION

Serial Number:	76552016	URBAN BABY
Serial Number:	78750064	URBAN BABY
Serial Number:	77195461	VERSIONTRACKER
Serial Number:	77362138	WHERE THE FANS RUN THE SHOW
Serial Number:	77438207	WORLD GONE DIGITAL
Serial Number:	77551953	CHOW TIPS
Serial Number:	77551957	DRINK DOCTOR
Serial Number:	77551961	FOOD ZEN
Serial Number:	77488972	SHOPPER.COM
Serial Number:	77551966	THE PERFECT
Serial Number:	77551938	YOU'RE DOING IT ALL WRONG
Serial Number:	77551971	OBSESSIVES

CORRESPONDENCE DATA

Fax Number: (212)975-0111
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2129754321
Email: trademarks@cbs.com
Correspondent Name: Mallory Levitt
Address Line 1: 51 W. 52nd Street
Address Line 4: New York, NEW YORK 10019

NAME OF SUBMITTER:	Mallory Devitt
Signature:	/Mallory Levitt/
Date:	12/05/2008

Total Attachments: 4
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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CNET NETWORKS, INC.", CHANGING ITS NAME FROM "CNET NETWORKS, INC." TO "CBS INTERACTIVE INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF OCTOBER, A.D. 2008, AT 5:20 O'CLOCK P.M.

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

2318920 8100

081008795

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6892458

DATE: 10-03-08

TRADEMARK
REEL: 003902 FRAME: 0587

RESTATED CERTIFICATE OF INCORPORATION
OF
CNET NETWORKS, INC.

CNET NETWORKS, INC., organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The date of filing of the initial Certificate of Incorporation of CNET Networks, Inc. (the "Corporation") with the Secretary of State was December 14, 1992 under the original name of Center Circle Corp. The Corporation hereby amends and restates the Certificate of Incorporation in its entirety, in accordance with and pursuant to Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware, to read as follows:

ARTICLE I

The name of the Corporation is CBS Interactive Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, County of New Castle, Wilmington, Delaware 19808. The name of its registered agent at the address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have the authority to issue is One Hundred (100). All such shares are to have \$.01 par value.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

ARTICLE VII

Meetings of the stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

ARTICLE VIII

The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

ARTICLE IX

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified by be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

SECOND: The Restated Certificate of Incorporation herein certified has been duly adopted by the sole stockholder in accordance with the provisions of Sections 228, 242 and 245 of the General Corporate Law of the State of Delaware.

IN WITNESS WHEREOF, CNET Networks, Inc. has caused this Restated Certificate of Incorporation of the Corporation to be signed by the undersigned this 30th day of September, 2008.

CNET NETWORKS, INC.

By: 

Name: Andy Sherman

Title: Senior Vice President,
General Counsel and
Corporate Secretary

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