

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/07/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Payler Corp.		04/30/2010	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	QuinStreet, Inc.
Street Address:	1051 East Hillsdale Blvd.
City:	Foster City
State/Country:	CALIFORNIA
Postal Code:	94404
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	2812720	HSH
Registration Number:	3543690	HSH
Registration Number:	3453802	HSH
Registration Number:	3501882	HSH
Registration Number:	3426904	HSH
Registration Number:	3526268	MARKET TRENDS

**CORRESPONDENCE DATA**

Fax Number: (415)268-7522  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: dpung@mofo.com  
 Correspondent Name: Rosemary S. Tarlton  
 Address Line 1: Morrison & Foerster LLP, 425 Market St.  
 Address Line 4: San Francisco, CALIFORNIA 94105-2482

**TRADEMARK**

**900164376**

**REEL: 004222 FRAME: 0668**

**CH \$165.00 2812720**

ATTORNEY DOCKET NUMBER:	65508-6000.000
NAME OF SUBMITTER:	Rosemary S. Tarlton
Signature:	/Rosemary S. Tarlton/
Date:	06/10/2010
<b>Total Attachments: 4</b> source=65508-6000.000 - Payler to QuinStreet merger#page1.tif source=65508-6000.000 - Payler to QuinStreet merger#page2.tif source=65508-6000.000 - Payler to QuinStreet merger#page3.tif source=65508-6000.000 - Payler to QuinStreet merger#page4.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

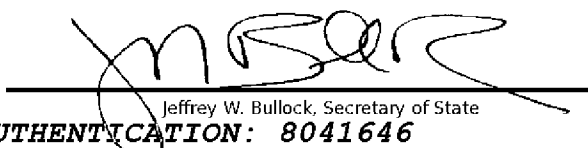
"PAYLER CORP.", A NEW JERSEY CORPORATION,  
WITH AND INTO "QUINSTREET, INC." UNDER THE NAME OF  
"QUINSTREET, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE SEVENTH DAY OF JUNE, A.D. 2010, AT 1:44 O'CLOCK P.M.

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

4740227 8100M

100633806



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8041646

DATE: 06-08-10

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004222 FRAME: 0670

**CERTIFICATE OF OWNERSHIP AND MERGER OF  
PAYLER CORP., A NEW JERSEY CORPORATION  
INTO  
QUINSTREET, INC., A DELAWARE CORPORATION**

(Filed pursuant to Section 253 of the Delaware General Corporation Law)

QuinStreet, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Company*"), does hereby certify:

1. That the Company was incorporated on October 23, 2009 pursuant to the provisions of the Delaware General Corporation Law.
2. That the Company owns all of the outstanding capital stock of Payler Corp., a New Jersey corporation incorporated on December 5, 1986 ("*Payler*").
3. Pursuant to Section 14A:10-7(4) of the New Jersey Business Corporation Act, the laws of the State of New Jersey permit the merger of Payler into the Company.
4. That the Company, by the following resolutions of the board of directors of the Company (the "*Board*") duly adopted at its meeting held on April 30, 2010, determined to merge Payler with and into itself:

**WHEREAS**, the Board deems the proposed merger of Payler Corp. ("*Payler*") with and into the Company to be in the best interests of the Company and its stockholders (the "*Merger*").

**NOW, THEREFORE, BE IT RESOLVED**, that the Company merge Payler with and into itself, and assume all of the liabilities and obligations of Payler in accordance with the Agreement and Plan of Merger, in the form attached hereto as Exhibit I

**RESOLVED FURTHER**, that, in accordance with the Delaware General Corporation Law, the proper officers of the Company are hereby authorized to execute and acknowledge a Certificate of Ownership and Merger, in the form attached hereto as Exhibit J, setting forth a copy of the resolutions to merge Payler with and into this Company, and assume all of Payler's liabilities and obligations, and the date of adoption thereof, and to file such Certificate of Ownership and Merger with the Secretary of State of Delaware; and

**RESOLVED FURTHER**, that, in accordance with the New Jersey Business Corporation Act, the proper officers of the Company are hereby authorized to execute and acknowledge a Certificate of Merger, in the form attached hereto as Exhibit K, setting forth the names of the parent, subsidiary and surviving

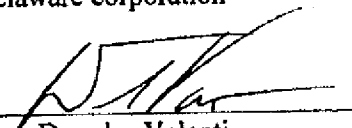
corporation, the plan of merger, the date of approval by the board of the parent corporation of the plan of merger, the number of outstanding shares of the subsidiary and the number of shares owned by the parent corporation, and to file such Agreement and Plan of Merger and Certificate of Merger with the Secretary of State of New Jersey; and

**RESOLVED FURTHER**, that the officers of the Company are authorized to file, execute, verify, acknowledge and deliver any and all certificates and documents pursuant to these resolutions or other instruments as may be called for by the Merger and do and cause to be done any and all such acts and things as they may deem necessary or desirable for the performance in full of all obligations of the Company pursuant to these resolutions; that the officers and directors of the Company are authorized and directed to take all such further actions as may be necessary or desirable to consummate the transactions contemplated by these resolutions and take or cause to be taken such action as may be necessary or advisable to carry out the intent and accomplish the purpose of the foregoing resolutions.


5. That pursuant to Section 103(d) of the Delaware General Corporation Law, this Certificate of Ownership and Merger shall become effective as of the date of filing.

The undersigned have executed this Certificate of Merger as of April 30, 2010.

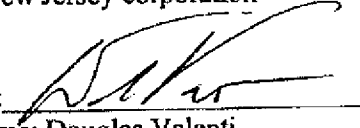
**QUINSTREET, INC.,**  
a Delaware corporation

By:   
Name: Douglas Valenti  
Its: Chairman of the Board

**ATTEST:**

By:   
Name: Daniel Caul  
Its: Secretary

**PAYLER CORP.,**  
a New Jersey corporation

By:   
Name: Douglas Valenti  
Its: Chairman of the Board

**ATTEST:**

By:   
Name: Daniel Caul  
Its: Secretary