

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hillclimb Media, Inc.		05/25/2010	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Demand Media, Inc.
Street Address:	1333 2nd Street
Internal Address:	Suite 100
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90401
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78693023	CRACKED
Registration Number:	2578576	QUICK INSPIRATIONS
Registration Number:	3191987	CRACKED
Registration Number:	3192052	CRACKED MAZAGINE
Registration Number:	3442392	CRACKED

CORRESPONDENCE DATA

Fax Number: (312)456-8435
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312.456.1036
 Email: chiipmail@gtlaw.com
 Correspondent Name: Eric J. Maiers, Greenberg Traurig, LLP
 Address Line 1: 77 W. Wacker Drive
 Address Line 2: Suite 3100

900164817

**TRADEMARK
 REEL: 004225 FRAME: 0967**

CH \$140.00 78693023

Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER: 104128.030000

NAME OF SUBMITTER: Eric J. Maiers

Signature: /Eric J. Maiers/

Date: 06/16/2010

Total Attachments: 6

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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:

"HILLCLIMB MEDIA, INC.", A WASHINGTON CORPORATION,
WITH AND INTO "DEMAND MEDIA, INC." UNDER THE NAME OF "DEMAND MEDIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MAY, A.D. 2010, AT 4:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MAY, A.D. 2010.

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

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8026829

DATE: 06-01-10

TRADEMARK
REEL: 004225 FRAME: 0969

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
MERGING
HILLCLIMB MEDIA, INC.
INTO
DEMAND MEDIA, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Demand Media, Inc., a corporation incorporated on the 23rd day of March, 2006, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of HillClimb Media, Inc., a corporation incorporated on the 2nd day of November, 1999 A.D., pursuant to the provisions of the Revised Code of Washington and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 5th day of May, 2010 A.D., determined to and did merge into itself said HillClimb Media, Inc. which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100% of the outstanding stock of HillClimb Media, Inc., a corporation organized and existing under the laws of Washington; and

WHEREAS this corporation desires to merge into itself the said HillClimb Media, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said HillClimb Media, Inc. and assumes all of its liabilities and obligations; and

FURTHER RESOLVED, that an authorized officer of this corporation be and he or she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said HillClimb Media, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger; and

FURTHER RESOLVED, that the merger shall become effective on the 31st day of May 2010 A.D.; and

FURTHER RESOLVED, that anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Demand Media, Inc. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 25th day of May, 2010 A.D.

By: 
Matthew Polesetsky, Secretary

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

DEMAND MEDIA, INC.

DE Profit Corporation
UBI: 602-662-106
Filing Date: May 28, 2010

Merging Entities:

601-990-605 HILLCLIMB MEDIA, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 004225 FRAME: 0972

FILED
SECRETARY OF STATE
SAM REED

MAY 28, 2010

STATE OF WASHINGTON

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ARTICLES OF MERGER
OF
HILLCLIMB MEDIA, INC.
INTO
DEMAND MEDIA, INC.

Pursuant to Section 23B.11.040 of the Washington Business Corporation Act, the undersigned surviving parent corporation executes and submits for filing the following Articles of Merger:

ARTICLE 1.

Demand Media, Inc. owned 100% of the outstanding shares of each class of HillClimb Media, Inc.

ARTICLE 2.

On May 5, 2010, the board of directors of Demand Media, Inc. duly approved the Agreement and Plan of Merger of HillClimb Media, Inc. into Demand Media, Inc. as attached hereto as Exhibit A and made a part of these Articles of Merger as though fully set forth herein.

ARTICLE 3.

Pursuant to Section 23B.11.040 of the Washington Business Corporation Act, approval of the Agreement and Plan of Merger by the shareholders of Demand Media, Inc., the parent corporation and HillClimb Media, Inc., the merging subsidiary corporation, was not required.

ARTICLE 4.

Demand Media, Inc. has not amended its Articles of Incorporation as part of the merger, except for amendments made pursuant to Section 23B.10.020 of the Washington Business Corporation Act.

ARTICLE 5.

The effective date of this merger is May 31, 2010.

Dated: May 25, 2010

DEMAND MEDIA, INC.

By: 
Matthew Polesetsky, Secretary

EXHIBIT A

Agreement and Plan of Merger

This Agreement and Plan of Merger (this "Agreement") is entered into as of May 25, 2010, by and among HillClimb Media, Inc., a Washington corporation (the "Disappearing Company"), and Demand Media, Inc., a Delaware corporation (the "Surviving Company").

Pursuant to RCW23B.11.040, the Plan of Merger of the Disappearing Company with and into the Surviving Company is as follows:

1. Demand Media, Inc., a Delaware corporation owns one hundred percent (100%) of the issued and outstanding shares of the common stock of the Disappearing Company. In addition, there is one class of preferred stock authorized for the Disappearing Company, however, no shares of such preferred stock have ever been issued and no shares are outstanding.
2. On the effective date of the merger, all of the issued and outstanding shares of common stock in the Disappearing Company shall be cancelled. All of the issued and outstanding shares of stock of the Surviving Company shall remain unaffected; no additional shares thereof shall be issued as a result of this merger.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Agreement and Plan of Merger effective the date first set forth above.

SURVIVING COMPANY:

Demand Media, Inc., a Delaware corporation

By: 
Matthew Polesetsky, Secretary

DISAPPEARING COMPANY:

HillClimb Media, Inc., a Washington corporation

By: 
Matthew Polesetsky, Secretary

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