

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Reply! Inc.		03/31/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Reply! Inc.
Street Address:	12667 Alcosta Blvd., Suite 200
City:	San Ramon
State/Country:	CALIFORNIA
Postal Code:	94583
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2808364	AGENTCONNECT.COM
Registration Number:	3214195	CARCLUB.COM
Registration Number:	2458695	CARCLUB.COM
Registration Number:	2740274	CONNECTING NEIGHBORS
Registration Number:	2859077	IMOTORS.COM
Registration Number:	2740317	
Registration Number:	2812714	OPENAUTO.COM
Registration Number:	3041343	REALTYNOW.COM

CORRESPONDENCE DATA

Fax Number: (650)833-2001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 650.833.2170
 Email: cheryl.goodall@dlapiper.com

CH \$215.00 2808364

900165381

**TRADEMARK
 REEL: 004230 FRAME: 0601**

Correspondent Name: Allyn Taylor, Esq.
Address Line 1: 2000 University Avenue
Address Line 4: East Palo Alto, CALIFORNIA 94303

ATTORNEY DOCKET NUMBER:	353952-100
NAME OF SUBMITTER:	Allyn Taylor, Esq.
Signature:	/Allyn Taylor, Esq./
Date:	06/23/2010

Total Attachments: 8
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Delaware

PAGE 1

The First State

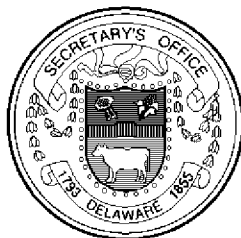
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"REPLY! INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "REPLY! INC." UNDER THE NAME OF "REPLY! INC.",
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2010, AT 2:46 O'CLOCK P.M.


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

4777030 8100M

100338709



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7904302

DATE: 03-31-10

TRADEMARK
REEL: 004230 FRAME: 0603

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is entered into as of March 29, 2010 by and between Reply! Inc., a California corporation ("Reply! California"), and Reply! Inc., a Delaware corporation ("Reply! Delaware").

WITNESSETH:

WHEREAS, Reply! Delaware is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, Reply! California is a corporation duly organized and existing under the laws of the State of California;

WHEREAS, on the date of this Merger Agreement, Reply! Delaware has authority to issue 35,000,000 shares of Common Stock, par value \$0.001 per share (the "Reply! Delaware Common Stock"), of which 1,000 shares are issued and outstanding and owned by Reply! California and 8,146,772 shares of Preferred Stock, par value \$0.001 per share (the "Reply! Delaware Preferred Stock"), of which no shares are issued or outstanding;

WHEREAS, on the date of this Merger Agreement, Reply! California has authority to issue 40,000,000 shares of Common Stock (the "Reply! California Common Stock"), of which 14,587,883 shares are issued and outstanding, and 6,293,544 shares of Preferred Stock (the "Reply! California Preferred Stock"), of which 5,887,109 shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of Reply! Delaware and Reply! California have determined that, for the purpose of effecting the reincorporation of Reply! California in the State of Delaware, it is advisable and to the advantage of said two corporations and their shareholders that Reply! California merge with and into Reply! Delaware upon the terms and conditions herein provided; and

WHEREAS, the respective Boards of Directors of Reply! Delaware and Reply! California, the shareholders of Reply! California, and the sole stockholder of Reply! Delaware have adopted and approved this Merger Agreement;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Reply! California and Reply! Delaware hereby agree to merge as follows:

1. Merger. Reply! California shall be merged with and into Reply! Delaware, and Reply! Delaware shall survive the merger ("Merger"), effective on the date when this Merger Agreement is made effective in accordance with applicable law (the "Effective Date").

2. Governing Documents.

(a) The Certificate of Incorporation of Reply! Delaware shall continue to be the Certificate of Incorporation of the surviving corporation.

(b) The Bylaws of Reply! Delaware, in effect on the Effective Date, shall continue to be the Bylaws of the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

3. Directors and Officers. The directors and officers of Reply! California immediately prior to the Effective Date shall become the directors and officers of Reply! Delaware on the Effective Date and any committee of the Board of Directors of Reply! California shall become the members of such committees of the Board of Directors of Reply! Delaware.

4. Succession. On the Effective Date, Reply! Delaware shall succeed to Reply! California in the manner of and as more fully set forth in Section 259 of the General Corporation Law of the State of Delaware.

5. Further Assurances. From time to time, as and when required by Reply! Delaware or by its successors and assigns, there shall be executed and delivered on behalf of Reply! California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in Reply! Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Reply! California, and otherwise to carry out the purposes of this Merger Agreement and the officers and directors of Reply! Delaware are fully authorized in the name and on behalf of Reply! California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Stock of Reply! California.

(a) Common Stock. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each two (2) issued and outstanding shares of Reply! California Common Stock outstanding immediately prior thereto shall be converted into one (1) fully paid and nonassessable share of Reply! Delaware Common Stock with any fractional shares otherwise issuable rounded up to the next whole number.

(b) Preferred Stock. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each two (2) issued and outstanding shares of each series of Reply! California Preferred Stock outstanding immediately prior thereto shall be converted into one (1) fully paid and nonassessable share of Reply! Delaware Preferred Stock of an equivalent series with any fractional shares otherwise issuable rounded up to the next whole number.

7. Stock Certificates. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of Reply! California capital stock shall be deemed for all purposes to evidence ownership of and to represent the shares of Reply! Delaware capital stock into which the shares of Reply! California capital stock represented by such certificates have been converted as herein provided. The registered owner on the books and records of Reply! California or its transfer agent of any such outstanding stock certificate at the Effective Date shall, until such certificate shall have been surrendered for transfer or otherwise

accounted for to Reply! Delaware or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Reply! Delaware capital stock evidenced by such outstanding certificate as above provided.

8. Options, Warrants and All Other Rights to Purchase Stock. As of the Effective Date, each outstanding option, warrant or other right to purchase shares of Reply! California capital stock, including those options granted under the 2004 Stock Plan (the "Option Plan") of Reply! California, shall be converted into and become an option, warrant, or right to purchase one-half of the number of shares of Reply! Delaware capital stock (with any fractional shares otherwise subject to any grant rounded up to the next whole number), at a price per share equal to twice the exercise price of the option, warrant or right to purchase Reply! California capital stock and upon the same terms and subject to the same conditions as set forth in the Option Plan and other agreements entered into by Reply! California pertaining to such options, warrants, or rights. A number of shares of Reply! Delaware capital stock shall be reserved for purposes of such options, warrants, and rights equal to one-half of the number of shares of Reply! California capital stock so reserved as of the Effective Date. As of the Effective Date, Reply! Delaware shall assume all obligations of Reply! California under agreements pertaining to such options, warrants, and rights, including the Option Plan, and the outstanding options, warrants, or other rights, or portions thereof, granted pursuant thereto.

9. Other Employee Benefit Plans. As of the Effective Date, Reply! Delaware shall assume all obligations of Reply! California under any and all employee benefit plans in effect as of said date or with respect to which employee rights or accrued benefits are outstanding as of said date.

10. Outstanding Common Stock of Reply! Delaware. At the Effective Date, the 1,000 shares of Reply! Delaware Common Stock presently issued and outstanding in the name of Reply! California shall be canceled and retired and resume the status of authorized and unissued shares of Reply! Delaware Common Stock, and no shares of Reply! Delaware Common Stock or other securities of Reply! Delaware shall be issued in respect thereof.

11. Covenants of Reply! Delaware. Reply! Delaware covenants and agrees that it will, on or before the Effective Date:

(a) Qualify to do business as a foreign corporation in the State of California, and in all other states in which Reply! California is so qualified and in which the failure so to qualify would have a material adverse impact on the business or financial condition of Reply! Delaware. In connection therewith, Reply! Delaware shall irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California Corporations Code and under applicable provisions of state law in other states in which qualification is required hereunder.

(b) File any and all documents with the California Franchise Tax Board necessary for the assumption by Reply! Delaware of all of the franchise tax liabilities of Reply! California.

12. Amendment. At any time before or after approval and adoption by the shareholders of Reply! California, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Reply! Delaware and Reply! California to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Merger Agreement, provided, however, that after approval by the shareholders of Reply! California, no amendment shall be made which by law requires further approval by such shareholders without obtaining such further approval.

13. Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either Reply! California or Reply! Delaware or both, notwithstanding approval of this Merger Agreement by the sole stockholder of Reply! Delaware and the shareholders of Reply! California.

14. Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be one and the same instrument.

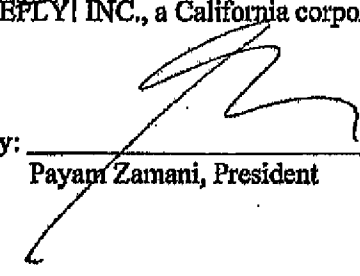
IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of Reply! California and Reply! Delaware, is hereby executed on behalf of each of said two corporations by their respective officers thereunto duly authorized.

REPLY! INC., a Delaware Corporation

By: 

Payam Zamani, President

REPLY! INC., a California corporation

By: 

Payam Zamani, President

CERTIFICATE OF SECRETARY

OF

REPLY! INC.

(a Delaware corporation)

I, W. Samuel Veazey, the Secretary of Reply! Inc., a Delaware corporation (the "Corporation"), hereby certify that the Agreement and Plan of Merger to which this Certificate is attached was duly signed on behalf of the Corporation by its President and was duly approved and adopted by a unanimous vote of the outstanding stock entitled to vote thereon by written consent of the sole stockholder of the Corporation dated March 29, 2010.

Executed this 29 day of March, 2010.



W. Samuel Veazey, Secretary

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TRADEMARK
REEL: 004230 FRAME: 0608

CERTIFICATE OF APPROVAL OF
AGREEMENT AND PLAN OF MERGER OF
REPLY! INC.
(a California corporation)

Payam Zamani and W. Samuel Veazey certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Reply! Inc., a California corporation (the "Corporation").
2. This Certificate is attached to the Agreement and Plan of Merger dated as of March 29, 2010, providing for the merger of the Corporation with and into a Delaware corporation.
3. The Agreement and Plan of Merger in the form attached hereto (the "Merger Agreement") was approved by the Board of Directors of the Corporation.
4. The total number of outstanding shares of the Corporation entitled to vote on the merger was 15,312,883 shares of Common Stock, 3,667,033 shares of Series A Preferred Stock, and 2,220,076 shares of Series B Preferred Stock.
5. The principal terms of the Merger Agreement were approved by an affirmative vote which exceeded the vote required, such vote being the Reincorporation requires the approval of a majority of outstanding shares of Common Stock, a majority of outstanding shares of Preferred Stock, a majority of the outstanding shares of Series A Preferred Stock and a majority of the outstanding shares of Series B Preferred Stock, each voting as separate classes.

Dated: March 29, 2010.



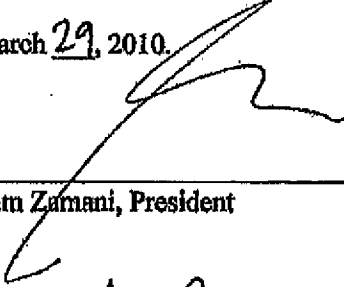
Payam Zamani, President



W. Samuel Veazey, Secretary

The undersigned, Payam Zamani and W. Samuel Veazey, President and Secretary, respectively, of Reply! Inc., a California corporation, declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of their own knowledge.

Executed at San Ramon, California, on March 29, 2010.



Payam Zamani, President



W. Samuel Veazey, Secretary

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