

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Written Consent of the Sole Shareholder of CareerPath.com, Inc. to dissolve the entity		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CareerPath.com, Inc.		11/14/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CareerBuilder, LLC		
Street Address:	200 North LaSalle Street		
Internal Address:	Suite 1100		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60601		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1636277	CAREERPATH	
CORRESPONDENCE DATA			
Fax Number:	(312)980-0826		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3122698000		
Email:	cjasso@ngelaw.com		
Correspondent Name:	Michael G. Kelber c/o Trademark Admin.		
Address Line 1:	Neal, Gerber & Eisenberg LLP		
Address Line 2:	Two North LaSalle Street, Suite 1700		
Address Line 4:	Chicago, ILLINOIS 60602-3801		
ATTORNEY DOCKET NUMBER:	18456.34T1		
NAME OF SUBMITTER:	Michael G. Kelber		
Signature:	/Michael G. Kelber/		

CH \$40.00 1636277

Date:

06/07/2011

Total Attachments: 5

source=CareerPath com Inc Dissolution (2)#page1.tif

source=CareerPath com Inc Dissolution (2)#page2.tif

source=CareerPath com Inc Dissolution (2)#page3.tif

source=CareerPath com Inc Dissolution (2)#page4.tif

source=CareerPath com Inc Dissolution (2)#page5.tif

**WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
CAREERPATH.COM, INC.**

The undersigned, being the sole shareholder of all the issued and outstanding shares of CareerPath.com, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 275(c) of the General Corporation Law of the State of Delaware, as amended (the "Act"), does hereby consent to and adopt the following resolutions:

WHEREAS, the sole shareholder of the Corporation deems it to be in the best interests of the Corporation that it voluntarily wind up and dissolve; and

WHEREAS, it is proposed that the Corporation adopt a Plan of Complete Liquidation, in the form attached hereto as Exhibit A (the "Plan").

NOW, THEREFORE, BE IT RESOLVED, that the sole shareholder of the Corporation hereby adopts and approves the Plan and elects to wind up the affairs of and voluntarily dissolve the Corporation substantially in accordance therewith.

BE IT FURTHER RESOLVED, that the Certificate of Dissolution in the form attached hereto as Exhibit B be, and is hereby, authorized, adopted and approved.

BE IT FURTHER RESOLVED, that the officers and directors of the Corporation, or such individuals as they shall designate, be, and each is hereby, authorized and directed, for, on behalf and in the name of the Corporation, to execute, deliver and file Certificate of Dissolution with the Delaware Secretary of State, and to take such other actions and execute, deliver and file such other documents and instruments as they or any of them deem necessary or desirable to effectuate the foregoing resolutions.

BE IT FURTHER RESOLVED, that any actions heretofore taken by any officer of the Corporation in good faith and in furtherance of the foregoing resolutions of the Corporation be, and each of them is hereby, ratified, confirmed and approved for all purposes and in all respects.

[SIGNATURE PAGE FOLLOWS]

Dated as of November 14, 2003

CAREERBUILDER, LLC.

By: Kevin Krupp

Title: Vice President, Finance

EXHIBIT A

**PLAN OF COMPLETE LIQUIDATION
OF CAREERPATH.COM, INC.
a Delaware Corporation**

- I. The officers of the Corporation shall:
 - A. sell or otherwise liquidate those assets of the Corporation, if any, which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation; and
 - B. pay or make adequate provision for the payment of all known debts and liabilities of the Corporation including, but not limited to, indebtedness to the shareholders of the Corporation.
- II. The officers of the Corporation shall take such actions as may be necessary or appropriate to wind up and dissolve the Corporation pursuant to the Act.
- III. After all known debts and liabilities of the Corporation have been paid or provided for, the proper officers of the Corporation shall distribute all of Corporation's remaining assets to its sole shareholder in complete liquidation of its interest in the Corporation, upon surrender of all of the shares of the Corporation for cancellation.
- IV. The officers of the Corporation shall execute, deliver and file any and all forms, reports, documents and returns required by any federal, state or local government, or any subdivision or agency thereof, in connection with such dissolution and liquidation, including, without limitation, U.S. Treasury Form 966 with the Internal Revenue Service.

* * * * *

CERTIFICATE OF DISSOLUTION

OF

CAREERPATH.COM, INC.

* * * *

CareerPath.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That dissolution was authorized on November 14, 2003.

SECOND: That dissolution has been authorized by all of the stockholders of the corporation entitled to vote on a dissolution in accordance with the provisions of subsection (c) of Section 275 of the General Corporation Law of the State of Delaware.

THIRD: That the names and addresses of the officers of CareerPath.com, Inc. are as follows:

DIRECTORS

<u>NAMES</u>	<u>ADDRESSES</u>
David Hiller	435 North Michigan Ave, 6 th floor Chicago, IL 60611
Daniel Finnigan	50 W. San Fernando St., Suite1500 San Jose, CA 95113

OFFICERS

<u>NAMES</u>	<u>ADDRESSES</u>
Robert Montgomery, Chief Executive Officer	8420 West Bryn Mawr Ave Chicago, IL 60631
Matthew Ferguson, President/Chief Operating Officer	8420 West Bryn Mawr Ave Chicago, IL 60631
Mary Delaney, Chief Sales Officer	8420 West Bryn Mawr Ave, Chicago, IL 60631
Kevin Knapp, Vice President of Finance	8420 West Bryn Mawr Ave, Chicago, IL 60631

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by a duly authorized officer, this 14 day of November, 2003.

CAREERPATH.COM, INC.

By: Kevin Knapp

Name: Kevin Knapp

Title: Vice President of Finance