

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Yellow Book USA, Inc.		03/31/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Yellow Book Sales and Distribution Company, Inc.
Street Address:	398 RXR Plaza
City:	Uniondale
State/Country:	NEW YORK
Postal Code:	11556
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	76687676	BEYOND YELLOW PAGES
Serial Number:	76387227	NOT THE OTHER BOOK
Serial Number:	77036189	WEBREACH
Serial Number:	74273091	WOLLEY SEGAP
Serial Number:	74386101	YELLOW BOOK
Serial Number:	74386113	YELLOW BOOK
Serial Number:	75079466	YELLOW BOOK
Serial Number:	75632019	YELLOWBOOK.COM
Serial Number:	85076276	BEYOND YELLOW
Serial Number:	85125794	CHATTERHUB
Serial Number:	85177623	CHATTERHUB
Serial Number:	85106853	WEFORIA
Serial Number:	85070535	YELLOWBOOK 360

CH \$415.00 76687676

Serial Number:	85130325	YELLOWBOOK
Serial Number:	85130350	YELLOWBOOK
Serial Number:	74451535	THE ONE BOOK

CORRESPONDENCE DATA

Fax Number: (212)489-8340
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-489-8230
Email: nytmpto@dwt.com
Correspondent Name: Alexandra Nicholson, Esq.
Address Line 1: 1633 Broadway, 27th Floor
Address Line 2: Davis Wright Tremaine LLP
Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	3870036/2
NAME OF SUBMITTER:	Alexandra Nicholson
Signature:	/Alexandra Nicholson/
Date:	06/14/2011

Total Attachments: 5
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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 OWNERSHIP, WHICH MERGES:

"YELLOW BOOK USA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "YELLOW BOOK SALES AND DISTRIBUTION COMPANY, INC." UNDER THE NAME OF "YELLOWBOOK 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. 2011, AT 10:29 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2011, AT 11:59 O'CLOCK P.M.

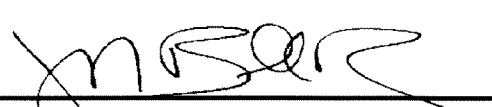
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3773422 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8661821

DATE: 03-31-11

TRADEMARK
REEL: 004561 FRAME: 0316

CERTIFICATE OF OWNERSHIP AND MERGER

of

YELLOW BOOK USA, INC.

with and into

YELLOW BOOK SALES AND DISTRIBUTION COMPANY, INC.

It is hereby certified that:

1. Yellow Book USA, Inc. ("Parent" or the "Corporation") is a corporation organized and existing under the laws of the State of Delaware. The Corporation was incorporated in Delaware on October 29, 1996 under the name Tadworth Corporation and changed its name to Yellow Book USA, Inc. by amendment to its Certificate of Incorporation on October 20, 1999.
2. Parent owns all of the issued and outstanding shares of capital stock of Yellow Book Sales and Distribution Company, Inc. ("Subsidiary"), a corporation organized and existing under the laws of the State of Delaware. Subsidiary was incorporated in Delaware on March 5, 2004.
3. Parent hereby merges Parent with and into Subsidiary, with Subsidiary continuing as the surviving corporation, effective as of 11:59 p.m. Eastern Daylight Time on March 31, 2011.
4. In connection with the merger of Parent into Subsidiary, the name of the surviving corporation is changed to Yellowbook Inc.
5. The merger has been approved by the sole stockholder of Parent.
6. The following is a copy of the recitals and resolutions adopted as of March 31, 2011 by the Board of Directors of Parent by unanimous written consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL") approving the merger pursuant to Section 253 of the DGCL of Parent with and into Subsidiary with Subsidiary continuing as the surviving corporation:

WHEREAS, Yellow Book USA, Inc., a Delaware corporation ("Parent" or the "Corporation"), desires to merge, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), with and into its wholly-owned subsidiary, Yellow Book Sales and Distribution Company, Inc., a Delaware corporation ("Subsidiary"), with Subsidiary continuing as the surviving corporation; and

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation and its stockholder, in connection with the merger of Parent with and into

Subsidiary pursuant to Section 253 of the DGCL, to change the name of the surviving corporation to "Yellowbook Inc.";

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to Section 253 of the DGCL, Parent be merged with and into Subsidiary, such that Subsidiary will be the surviving corporation of such merger and the separate existence of Parent will cease (the "Merger"); and

RESOLVED FURTHER, that the Merger will become effective upon the filing of a Certificate of Ownership and Merger (the "Certificate of Merger") meeting the requirements of Section 253 of the DGCL with the Secretary of State of Delaware or at such later time as shall be specified in the Certificate of Merger as so filed (such time, the "Effective Time"); and

RESOLVED FURTHER, at the Effective Time, Subsidiary will possess all of Parent's property, rights, privileges and powers and will assume all of Parent's liabilities and obligations; and

RESOLVED FURTHER, at the Effective Time, the title of the Certificate of Incorporation of Subsidiary (the "Certificate of Incorporation") will be amended and restated in its entirety to read as follows:

**"AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF YELLOWBOOK INC."**

; and

RESOLVED FURTHER, at the Effective Time, Article First of the Certificate of Incorporation of Subsidiary will be amended and restated in its entirety to read as follows:

"FIRST: The name of the corporation is Yellowbook Inc. (the "Corporation")."

; and

RESOLVED FURTHER, that except as set forth in the two preceding resolutions, the Certificate of Incorporation of Subsidiary shall be the Certificate of Incorporation of the surviving corporation; and

RESOLVED FURTHER, that each share of common stock, \$.01 par value per share, of Parent outstanding immediately prior to the Effective Time shall be converted at the Effective Time into one share of common stock, \$.01 par value per share, of Subsidiary, and each share of common stock, \$.01 par value per share, of Subsidiary outstanding immediately prior to the Effective Time shall at the Effective Time be deemed cancelled; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to: (i) prepare and execute the Certificate of Merger; (ii) file the executed Certificate of Merger with the Secretary of State of Delaware; and (iii) execute and deliver any and all other agreements, certificates, or

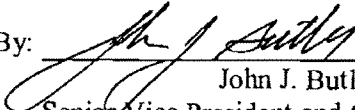
documents required or contemplated by the Merger or the Certificate of Merger, or otherwise deemed necessary or appropriate in connection therewith; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and deliver such other documents and to take such other actions as any such officer may deem necessary or advisable in order to carry out the purposes of the foregoing resolutions and that all such actions that may have been taken to date are hereby authorized, ratified, approved and confirmed in all respects.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be executed as of the 31st day of March, 2011.

Yellow Book USA, Inc.
a Delaware corporation

By: 

John J. Butler
Senior Vice President and General Counsel