

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL																										
CONVEYING PARTY DATA																											
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CORRESPONDENCE DATA																											
<p>Fax Number: 2132434199 <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: (213) 243-4000</p> <p>Email: trademarkdocketing@aporter.com, diane.lambillotte@aporter.com, tiffany.ikeda@aporter.com</p> <p>Correspondent Name: Diane Lambillotte, Arnold & Porter LLP</p> <p>Address Line 1: 777 S. Figueroa Street</p> <p>Address Line 2: 44th Floor</p> <p>Address Line 4: Los Angeles, CALIFORNIA 90017</p>																											
ATTORNEY DOCKET NUMBER:	24511.002																										
NAME OF SUBMITTER:	Diane M. Lambillotte																										

Signature:	/Diane M. Lambillotte/
Date:	05/12/2012
Total Attachments: 2 source=Contribution Assumption Agreement 8-18-08#page1.tif source=Contribution Assumption Agreement 8-18-08#page2.tif	

STEP TM3 (i.i)

CONTRIBUTION AND ASSUMPTION AGREEMENT

This CONTRIBUTION AND ASSUMPTION AGREEMENT (this "Agreement") is made as of August 15, 2008, by and between Ticketmaster, a Delaware corporation ("Contributor"), and CS.COM, LLC, a Delaware limited liability company (the "Company").

WHEREAS, Contributor is the sole member of the Company;

WHEREAS, Contributor is engaged in the business of operating local city guide websites that offer primarily local content for major cities inside the United States (the "Citysearch Business"); and

WHEREAS, Contributor and the Company desire to enter into this Agreement pursuant to which Contributor shall contribute to the Company the Citysearch Assets, and the Company shall assume the Citysearch Liabilities (each as defined below).

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby, agree as follows:

1. **Contribution.** Contributor hereby contributes and assigns to the Company (the "Contribution"), effective as of the Effective Time (as defined below), all of Contributor's right, title and interest in and to all assets of Contributor relating to the Citysearch Business (the "Citysearch Assets").
2. **Acceptance and Assumption by the Company.** The Company acknowledges and accepts the Contribution and the receipt of the Citysearch Assets from Contributor, effective as of the Effective Time, and will record the Contribution on the books and records of the Company. The Company hereby assumes, effective as of the Effective Time, all of the liabilities of Contributor relating to the Citysearch Business (the "Citysearch Liabilities").
3. **Further Actions.** Each of the parties hereto shall from time to time execute and deliver all such further documents and do all acts and things as any other party may reasonably require to effectively carry out or better evidence or perfect the full intent and meaning of this Agreement.
4. **Effective Time.** The transactions contemplated hereby shall be effective as of 4:05 p.m., Eastern Daylight Time, on August 15, 2008 (the "Effective Time").

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this instrument as of the day and year first above-written.

TICKETMASTER

By: Joanne Hawkins
Name: Joanne Hawkins
Title: Vice President

CS.COM, LLC

By: Joanne Hawkins
Name: Joanne Hawkins
Title: Vice President