

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	MERGER														
EFFECTIVE DATE:	12/21/2012														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>HotPads, Inc.</td> <td></td> <td>12/21/2012</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	HotPads, Inc.		12/21/2012	CORPORATION: DELAWARE				
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HotPads, Inc.		12/21/2012	CORPORATION: DELAWARE												
RECEIVING PARTY DATA															
<table border="1"> <tr> <td>Name:</td> <td>Zillow, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>1301 2nd Ave., Floor 31</td> </tr> <tr> <td>City:</td> <td>Seattle</td> </tr> <tr> <td>State/Country:</td> <td>WASHINGTON</td> </tr> <tr> <td>Postal Code:</td> <td>98101</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: WASHINGTON</td> </tr> </table>				Name:	Zillow, Inc.	Street Address:	1301 2nd Ave., Floor 31	City:	Seattle	State/Country:	WASHINGTON	Postal Code:	98101	Entity Type:	CORPORATION: WASHINGTON
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PROPERTY NUMBERS Total: 1															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3129407</td> <td>HOTPADS.COM</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	3129407	HOTPADS.COM						
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Registration Number:	3129407	HOTPADS.COM													
CORRESPONDENCE DATA															
<p>Fax Number: 8004043970</p> <p><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: 2062046200</p> <p>Email: docketing@bgllp.com</p> <p>Correspondent Name: Matt Schneller</p> <p>Address Line 1: 701 Fifth Avenue</p> <p>Address Line 2: Suite 6200</p> <p>Address Line 4: Seattle, WASHINGTON 98104</p>															
ATTORNEY DOCKET NUMBER:	093735.HOTPADS														
NAME OF SUBMITTER:	Matt Schneller														

Signature:	/Matt Schneller/
Date:	02/14/2013
Total Attachments: 10 source=HotPads into Zillow#page1.tif source=HotPads into Zillow#page2.tif source=HotPads into Zillow#page3.tif source=HotPads into Zillow#page4.tif source=HotPads into Zillow#page5.tif source=HotPads into Zillow#page6.tif source=HotPads into Zillow#page7.tif source=HotPads into Zillow#page8.tif source=HotPads into Zillow#page9.tif source=HotPads into Zillow#page10.tif	

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:

ZILLOW, INC.

WA Profit Corporation

UBI: 602-453-354

Filing Date: December 21, 2012

Merging Entities:

Not Qualified in WA HOTPADS, INC.



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

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

TRADEMARK

REEL: 004963 FRAME: 0540

FILED  
SECRETARY OF STATE

DEC 21 2012

STATE OF WASHINGTON

ARTICLES OF MERGER

ZILLOW, INC.  
AND  
HOTPADS, INC.

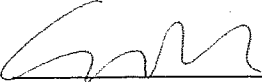
Pursuant to RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging HotPads, Inc., a Delaware corporation, the disappearing corporation, into Zillow, Inc., a Washington corporation, the surviving corporation (the "*Parent Corporation*").

1. The Plan of Merger adopted by the Board of Directors of the Parent Corporation is attached hereto as **Exhibit A**.
2. Shareholder approval was not required pursuant to RCW 23B.11.040.
3. The merger shall be effective at the delayed effective time of 11:00 a.m. Pacific Time on the date it is filed by the Secretary of State.

*[Signature Page Follows]*

Dated: December 21, 2012

ZILLOW, INC.

By:   
Name: Spencer Rascoff  
Title: Chief Executive Officer

**EXHIBIT A**  
**PLAN OF MERGER**

[Copy follows.]

**PLAN OF MERGER OF  
HOTPADS, INC.  
MERGING INTO  
ZILLOW, INC.**

This PLAN OF MERGER is made pursuant to RCW 23B.11.040

1. **Name of Parent.** The name of the parent is Zillow, Inc. ("Parent"). Parent is a Washington Corporation.
2. **Name of Subsidiary.** The name of the subsidiary is HotPads, Inc. ("Subsidiary"). Subsidiary is a Delaware corporation.
3. **Manner and Basis of Converting Shares of Subsidiary.** At the effective time of merger, by virtue of the merger all issued and outstanding shares of capital stock of Subsidiary that are owned by Parent shall be cancelled, and no consideration shall be delivered in exchange thereof.
4. **Effective Time of Merger.** The merger shall be effective at 11:00 a.m. Pacific Time on the date it is filed by the Secretary of State of Delaware and the Secretary of State of Washington.

# 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:

"HOTPADS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ZILLOW, INC." UNDER THE NAME OF "ZILLOW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 8:12 O'CLOCK A.M.

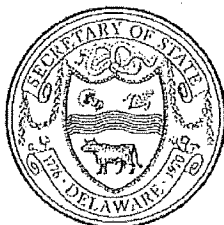
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 2 O'CLOCK P.M.

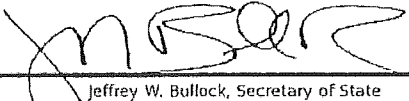
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5265151 8100M

121375570

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0094749

DATE: 12-24-12

TRADEMARK  
REEL: 004963 FRAME: 0545



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:12 AM 12/21/2012  
FILED 08:12 AM 12/21/2012  
SRV 121375570 - 4289562 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
HOTPADS, INC.  
INTO  
ZILLOW, INC.**

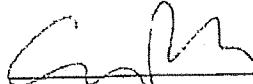
Zillow, Inc., a Washington corporation (the "*Company*"), in accordance with Section 253 of the Delaware General Corporation Law, does hereby certify as follows:

1. The Company was incorporated on December 13, 2004 pursuant to the provisions of the Washington Business Corporation Act.
2. The Company owns all of the outstanding shares of capital stock of HotPads, Inc. (the "*Subsidiary*"), a corporation incorporated on February 27, 2007 pursuant to the provisions of the Delaware General Corporation Law.
3. The Company, by the resolutions of its Board of Directors duly adopted on December 6, 2012 and set forth on Exhibit A to this Certificate, determined to merge the Subsidiary with and into the Company (the "*Merger*"), on the conditions set forth in such resolutions.
4. The future effective time and date of the Merger is 2:00 p.m. Eastern Time, December 21, 2012.
5. The Company, as surviving corporation, agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the Subsidiary as well as for the enforcement of any obligation of the Company or the Subsidiary arising from the Merger and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of the State of Delaware is:

Zillow, Inc.  
Attention: General Counsel  
1301 Second Avenue, Floor 31  
Seattle, WA 98101

IN WITNESS WHEREOF, the undersigned has signed this instrument and affirmed that this instrument is the act and deed of the Company, and that the statements herein are true, under penalties of perjury, this 21 day of December, 2012.

ZILLOW, INC.



By: Spencer Rascoff

Title: Chief Executive Officer

**Exhibit A – Resolutions of the Board of Directors**

**Approval of Merger of HotPads, Inc.**

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of HotPads, Inc., a Delaware corporation ("*HotPads*"); and

WHEREAS, this Board desires to approve the merger of HotPads with and into the Company (the "*HotPads Merger*"), and to establish the terms and conditions of the HotPads Merger in accordance with the Plan of Merger and the Delaware Certificate of Ownership and Merger in the forms reviewed by this Board in connection with the adoption of this resolution (the "*HotPads Plan of Merger*"), all in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware (the "*DGCL*") and Section 23B.11.040 of the WBCA;

THEREFORE, BE IT RESOLVED, that, pursuant to the provisions of Section 253 of the DGCL and Section 23B.11.040 of the WBCA, the form, terms and conditions of each of the HotPads Merger and the HotPads Plan of Merger are hereby adopted and approved, and HotPads shall be merged with and into the Company such that the Company will continue as the surviving corporation of the HotPads Merger, and that all of the estate, property, rights, privileges, powers and franchises of HotPads be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by HotPads in its name.

RESOLVED FURTHER, that the Company shall assume all of the obligations of HotPads.

RESOLVED FURTHER, that all shares of HotPads' stock held by the Company shall be cancelled immediately as of the effective time of the merger.

RESOLVED FURTHER, that the HotPads Merger is intended to qualify as a tax-free reorganization under Section 332 of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any succeeding law).

**General Authority**

RESOLVED, that the officers of the Company, or any of them (each, an "*Authorized Officer*" and, collectively, the "*Authorized Officers*"), are hereby authorized in the name and on behalf of the Company, to take all such further actions that may be necessary for the purpose of effecting the HotPads Merger, including but not limited to, (i) the execution of such additional agreements, amendments, supplements, reports, documents, instruments, applications or

certificates which may be required, (ii) the making of any necessary state or federal filings as may be required or advisable, and (iii) the payment of all fees, taxes and other expenses as any such Authorized Officer, in his or her sole discretion, may approve or deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval; and that all such actions, executions, deliveries, filings and payments taken or made at any time in connection with the transactions contemplated by the foregoing resolutions hereby are approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as if specifically set out in these resolutions.

RESOLVED FURTHER, that all actions heretofore taken by the Authorized Officers and directors of the Company, or any of them individually, with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.