

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	02/03/2014

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ValueClick, Inc.		02/03/2014	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	Conversant, Inc.
<b>Street Address:</b>	30699 Russell Ranch Road, Suite 250
<b>City:</b>	Westlake Village
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	91362
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 53**

Property Type	Number	Word Mark
Serial Number:	77688414	ACTIVEADS
Serial Number:	77502842	ADRX MEDIA
Serial Number:	77976956	ADRX MEDIA
Serial Number:	75923197	ADSERVER
Serial Number:	77454447	ADTOPIA
Serial Number:	77820926	AUDIENCE MAPS
Serial Number:	85535354	BLUEPIN
Serial Number:	85911943	BRANDALLY
Serial Number:	78289621	DOTOMI
Serial Number:	77796925	DOTOMI
Serial Number:	78065139	DYNAMO
Serial Number:	77665456	EXACCT
Serial Number:	78026597	FASTCLICK

OP \$1340.00 77688414

Serial Number:	77258453	GAMEJUMP
Serial Number:	77258452	GAMEJUMP
Serial Number:	77258455	GAMEJUMP
Serial Number:	85216116	GOCART
Serial Number:	85547108	GOVISIT
Serial Number:	77258451	GREYSTRIPE
Serial Number:	77258448	GREYSTRIPE
Serial Number:	77258446	GREYSTRIPE
Serial Number:	77258445	GREYSTRIPE
Serial Number:	85153182	GROCERY CONNECT
Serial Number:	78626525	IN-CONTENT
Serial Number:	76335094	INVESTOPEDIA
Serial Number:	85763593	MASTER TMS
Serial Number:	85020511	MODERN LIVING MEDIA
Serial Number:	85774340	MOMS MEDIA
Serial Number:	77807102	MOMS MEDIA
Serial Number:	77567852	P2
Serial Number:	77567895	PERFORMANCE PLATFORM
Serial Number:	86154701	PERSONAL CALIBRATION
Serial Number:	85470712	PERSONALIZATION EDITOR
Serial Number:	77504618	PRECISION BT
Serial Number:	77504627	PRECISION PROFILES
Serial Number:	77504634	PRECISION RETARGETING
Serial Number:	85083189	PROMOBUILDER
Serial Number:	85683175	RAPIDSERV
Serial Number:	77789131	RISE UP! PROMOTIONS
Serial Number:	86074957	RISEUP
Serial Number:	86073767	RISEUP
Serial Number:	77915062	SHOP.SIMPLI.COM
Serial Number:	85565375	TAKING MEDIA PERSONALLY
Serial Number:	86153986	THE POWER OF PERSONAL
Serial Number:	77003202	THE PURE PERFORMANCE NETWORK
Serial Number:	85083201	TRADEADVANTAGE
Serial Number:	85044974	ULTRALEADS
Serial Number:	86054911	UPRISE

	77657899	VALUE INSIGHTS
Serial Number:	77726055	VALUECLICK
Serial Number:	75365624	VALUECLICK
Serial Number:	77726073	VALUECLICK MEDIA
Serial Number:	75978909	VALUECLICK

**CORRESPONDENCE DATA**

Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 3124775426  
 Email: slawton@conversantmedia.com  
 Correspondent Name: Sarah Lawton  
 Address Line 1: 101 N. Wacker Dr. Ste. 2300  
 Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Sarah Lawton
Signature:	/Sarah Lawton/
Date:	02/25/2014

**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:

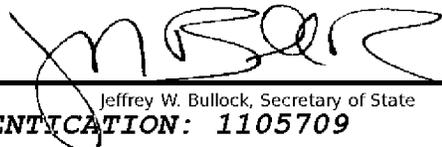
"VC MERGER SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "VALUECLICK, INC." UNDER THE NAME OF  
"CONVERSANT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE THIRD DAY OF FEBRUARY, A.D. 2014, AT 1:06 O'CLOCK  
P.M.

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

2941123 8100M

140124138



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1105709

DATE: 02-03-14

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

TRADEMARK  
REEL: 005223 FRAME: 0261

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VC Merger Sub, Inc.  
(a Delaware corporation)

INTO

ValueClick, Inc.  
(a Delaware corporation)

Pursuant to Title 8, Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), ValueClick, Inc., a Delaware corporation (the "Company"), does hereby certify to the following information relating to the merger (the "Merger") of VC Merger Sub, Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation under the name Conversant, Inc.:

FIRST: The Company is incorporated pursuant to the DGCL. The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company is the owner of all of the outstanding shares of the common stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by resolutions duly adopted on January 29, 2014, and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Company and to effect a change of the Company's name to Conversant, Inc. pursuant to Section 253 of the DGCL:

FOURTH: The Company shall be the surviving corporation of the Merger.

FIFTH: The Certificate of Incorporation of the Company, as in effect immediately prior to the effective time of the Merger, shall be the Certificate of Incorporation of the surviving corporation, except that Article FIRST thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Conversant, Inc."

SIXTH: The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer on this 3<sup>rd</sup> day of JANUARY, 2014.

VALUECLICK, INC.

By:   
Title: Scott P. Barlow, Secretary

EXHIBIT A

BOARD RESOLUTIONS

WHEREAS, the ValueClick, Inc. (the "Corporation") desires to change its name to Conversant, Inc. pursuant to Section 253(b) of the Delaware General Corporation Law (the "DGCL");

WHEREAS, in order to effect such name change, the Corporation desires to incorporate (the "Incorporation") a corporation named VC Merger Sub, Inc. under the DGCL and to acquire (the "Acquisition") one thousand (1000) shares of Common Stock, par value of \$0.01 per share, of the Subsidiary;

WHEREAS, following the effectiveness of the Incorporation and the Acquisition, the Corporation will own all of the outstanding shares of the capital stock of the Subsidiary; and

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that the Subsidiary be merged with and into the Corporation (the "Merger") pursuant to Section 253 of the DGCL following the effectiveness of the Incorporation and the Acquisition.

NOW, THEREFORE, BE IT RESOLVED, that the Incorporation and Acquisition are hereby authorized and approved in all respects;

RESOLVED FURTHER, that the Corporation is hereby authorized to consummate the Merger pursuant to Section 253 of the DGCL following the effectiveness of the Incorporation and the Acquisition;

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of Common Stock, par value \$0.01 per share, of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that the Second Amended and Restated Certificate of Incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article FIRST thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Conversant, Inc."

RESOLVED FURTHER, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Incorporation and the Acquisition;

RESOLVED FURTHER, that the officers of the Corporation be and they hereby are authorized and directed, following the effectiveness of the Incorporation and the Acquisition, to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, a certificate of ownership and merger for the purpose of consummating the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and

things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.