

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM301239

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dealer Newco, LLC		06/29/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	The Cobalt Group, Inc.		
Street Address:	One ADP Boulevard, MS #433		
City:	Roseland		
State/Country:	NEW JERSEY		
Postal Code:	07068		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3488147	MENUVANTAGE	
Registration Number:	3545540	SUPERIOR INTEGRATED SOLUTIONS	
CORRESPONDENCE DATA			
Fax Number:	4158828220		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(415) 882-8200		
Email:	SFTrademarks@klgates.com		
Correspondent Name:	Jocelyn M. Belloni, K&L Gates LLP		
Address Line 1:	Four Embarcadero Center, Suite 1200		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	1402063.00001		
NAME OF SUBMITTER:	Jocelyn M. Belloni		
SIGNATURE:	/jocelyn m. belloni/		
DATE SIGNED:	04/11/2014		
Total Attachments: 3			
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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 MERGER, WHICH MERGES:

"DEALER NEWCO, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "THE COBALT GROUP, INC." UNDER THE NAME OF "THE COBALT GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2011, AT 7:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2011, AT 12 O'CLOCK A.M.

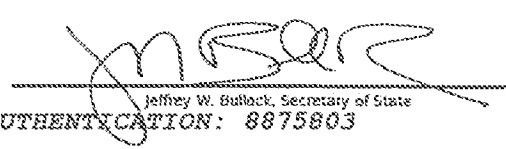
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8875803

DATE: 06-30-11

TRADEMARK
REEL: 005259 FRAME: 0090

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STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DEALER NEWCO, LLC,
A DELAWARE LIMITED LIABILITY COMPANY
INTO
THE COBALT GROUP, INC.,
A DELAWARE CORPORATION

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is The Cobalt Group, Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is Dealer Newco, LLC, a Delaware limited liability company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is The Cobalt Group, Inc.

FOURTH: The merger is to become effective on July 1, 2011 at 12:00 AM E.D.T.

FIFTH: The Agreement of and Plan Merger is on file at One ADP Boulevard, MS # 433, Roseland, New Jersey 07068, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

ny-979744

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by an authorized officer on this 29th day of June, A.D., 2011.

THE COBALT GROUP, INC., a Delaware corporation

By: _____

Christopher R. Reidy
Name: Christopher R. Reidy
Title: Vice President

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Signature Page to Certificate of Merger for Dealer Newco, LLC