

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM318420

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	09/09/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shopzilla, Inc.		09/09/2014	CORPORATION: CALIFORNIA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Connexity, Inc.	09/09/2014	CORPORATION: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Connexity, Inc.
Street Address:	505 POLI STREET, SUITE 310
City:	VENTURA
State/Country:	CALIFORNIA
Postal Code:	93001
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4305355	POWERED BY INTENT
Registration Number:	3255925	RETREVO
Registration Number:	4304798	AISLE A
Registration Number:	4305357	
Registration Number:	4305356	AISLE A POWERED BY INTENT
Registration Number:	4051578	CONNEXITY
Registration Number:	4177274	AUDIENCE DISCOVERY

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Email: lrizzo@milbank.com

Correspondent Name: Milbank, Tweed, Hadley & McCloy LLP

Address Line 1: 601 South Figueroa Street

Address Line 2: 30th Floor

TRADEMARK

Address Line 4: Los Angeles, CALIFORNIA 90017

ATTORNEY DOCKET NUMBER: 37773.09000

NAME OF SUBMITTER: Miguel Ruiz

SIGNATURE: /Miguel Ruiz/

DATE SIGNED: 09/30/2014

Total Attachments: 11

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FILED *TD*
Secretary of State *REN*
State of CaliforniaSEP 11 2014
lee

CERTIFICATE OF OWNERSHIP

William G. Glass and Blythe A. Holden, in their capacity as officers of Shopzilla, Inc., a California corporation (the "Corporation"), hereby certify that:

1. They are the President and CEO and the Secretary and General Counsel, respectively, of the Corporation.
2. The Corporation owns all of the outstanding shares of capital stock of Connexity, Inc., a Delaware corporation (the "Subsidiary").
3. The Board of Directors of the Corporation duly adopted the resolutions set forth on Exhibit A hereto, which exhibit is incorporated by reference as if fully set forth in this certificate.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 9/11, 2014

By *WGG*
Name: William G. Glass
Title: President and CEO

By *BAH*
Name: Blythe A. Holden
Title: Secretary and General Counsel

EXHIBIT A**BOARD RESOLUTIONS**

WHEREAS, Shopzilla, Inc., a California corporation (the "Corporation"), owns all of the issued and outstanding shares of capital stock of Connexity, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, it is deemed advisable and in the best interest of the Corporation that the Corporation merge the Subsidiary with and into the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code (the "Merger"); and

RESOLVED FURTHER, that the Merger will be effective ("Effective Time") as prescribed by law; and

RESOLVED FURTHER, that, at the Effective Time, Subsidiary shall be merged with and into the Corporation, the separate existence of Subsidiary shall cease, and the Corporation shall be the surviving corporation (the "Surviving Corporation"), and the Surviving Corporation, without further action, shall possess all the rights, privileges, powers and franchises, public and private, of both the Corporation and Subsidiary and shall be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties of both the Corporation and Subsidiary; and

RESOLVED FURTHER, that the Articles of Incorporation and By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and By-laws of the Surviving Corporation until thereafter amended as provided by law or such Articles of Incorporation; and

RESOLVED FURTHER, that, at the Effective Time, each share of the common stock, par value \$0.00001 per share, of Subsidiary which is issued and outstanding immediately prior to the Effective Time, shall be deemed cancelled; and

RESOLVED FURTHER, that, at the Effective Time, each share of the common stock, no par value, of the Corporation which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time; and

RESOLVED FURTHER, that the directors and officers of the Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation, until their successors are duly elected or appointed; and

RESOLVED FURTHER, that the President, Chief Executive Officer, General Counsel, Executive Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger and a Certificate of Ownership setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and the Certificate of Ownership with the State of California and pay any fees related to such filings; and

RESOLVED FURTHER, that each of the Authorized Officers be, and each of them hereby is, authorized to take all such further action and to prepare, execute, deliver and file all such agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and to incur and to pay all such fees and expenses as they, or any one of them, shall deem necessary, proper or advisable in order to carry out the intent and effectuate the purpose of each of the foregoing resolutions; and

RESOLVED FURTHER, that any action taken by the Authorized Officers prior to the adoption of these resolutions that is within the authority conferred herein be, and it hereby is, ratified, confirmed and approved.



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

SEP 12 2014

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State
TRADEMARK

REEL: 005371 FRAME: 0126

NOTED

1995246

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION

FILED *TWD*
Secretary of State *RM*
State of California

SEP 11 2014
lee

The undersigned certify that:

1. They are the President and CEO and the Secretary and General Counsel, respectively, of Shopzilla, Inc., a California corporation (the "Corporation").
2. Article I of the Articles of Incorporation of this Corporation is amended to read as follows:

The name of the Corporation is Connexity, Inc. (the "Corporation").

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the Corporation is 100 shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 9/9, 2014

By *W.G.*
Name: William G. Glass
Title: President and CEO

By *B.A.H.*
Name: Blythe A. Holden
Title: Secretary and General Counsel

TRADEMARK

REEL: 005371 FRAME: 0127



I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

SEP 12 2014

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

TRADEMARK

REEL: 005371 FRAME: 0128

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:

"CONNEXITY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SHOPZILLA, INC." UNDER THE NAME OF
"SHOPZILLA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF SEPTEMBER, A.D. 2014, AT 6 O'CLOCK P.M.

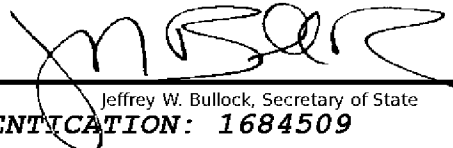
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5600505 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1684509

DATE: 09-10-14

TRADEMARK
REEL: 005371 FRAME: 0129

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CONNEXITY, INC.

WITH AND INTO

SHOPZILLA, INC.

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the "DGCL"), Shopzilla, Inc. (the "Corporation"), a California corporation, does hereby certify, in his capacity as an officer of the Corporation, to the following information relating to the merger (the "Merger") of Connexity, Inc., a Delaware corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent dated August 20, 2014 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Articles of Incorporation of the surviving corporation.
5. The Certificate of Ownership and Merger and the Merger shall become effective on September 9, 2014.
6. The Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as the enforcement of any obligation of the Corporation arising from the Merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the Corporation at National Registered Agents, Inc., 818 W. Seventh St., Los Angeles, CA 90017.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 9th of September, 2014.

SHOPZILLA, INC.

By ROMA

Name: BRYAN HOLDEN

Title: GEN COUNSEL & SECY

EXHIBIT A

BOARD RESOLUTIONS

WHEREAS, Shopzilla, Inc., a California corporation (the "Corporation"), owns all of the issued and outstanding shares of capital stock of Connexity, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, it is deemed advisable and in the best interest of the Corporation that the Corporation merge the Subsidiary with and into the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code (the "Merger"); and

RESOLVED FURTHER, that the Merger shall become effective at the time (the "Effective Time") of the filing of a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware in accordance with the provisions of the Delaware General Corporation Law and the Certificate of Ownership with the State of California in accordance with the provisions of the California Corporations Code; and

RESOLVED FURTHER, that, at the Effective Time, Subsidiary shall be merged with and into the Corporation, the separate existence of Subsidiary shall cease, and the Corporation shall be the surviving corporation (the "Surviving Corporation"), and the Surviving Corporation, without further action, shall possess all the rights, privileges, powers and franchises, public and private, of both the Corporation and Subsidiary and shall be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties of both the Corporation and Subsidiary; and

RESOLVED FURTHER, that the Articles of Incorporation and By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and By-laws of the Surviving Corporation until thereafter amended as provided by law or such Articles of Incorporation; and

RESOLVED FURTHER, that, at the Effective Time, each share of the common stock, par value \$0.00001 per share, of Subsidiary which is issued and outstanding immediately prior to the Effective Time, shall be deemed cancelled; and

RESOLVED FURTHER, that, at the Effective Time, each share of the common stock, no par value, of the Corporation which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time; and

RESOLVED FURTHER, that the directors and officers of the Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation, until their successors are duly elected or appointed; and

RESOLVED FURTHER, that the President, Chief Executive Officer, General Counsel, Executive Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and

execute a Certificate of Ownership and Merger and a Certificate of Ownership setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and the Certificate of Ownership with the State of California and pay any fees related to such filings; and

RESOLVED FURTHER, that each of the Authorized Officers be, and each of them hereby is, authorized to take all such further action and to prepare, execute, deliver and file all such agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and to incur and to pay all such fees and expenses as they, or any one of them, shall deem necessary, proper or advisable in order to carry out the intent and effectuate the purpose of each of the foregoing resolutions; and

RESOLVED FURTHER, that any action taken by the Authorized Officers prior to the adoption of these resolutions that is within the authority conferred herein be, and it hereby is, ratified, confirmed and approved.