## TRADEMARK ASSIGNMENT COVER SHEET

Stylesheet Version v1.2

Electronic Version v1.1 ETAS ID: TM340523

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2011

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type				
Trade Tracker Inc.		12/14/2010	CORPORATION: CANADA				

### **RECEIVING PARTY DATA**

Name:	Dealertrack Canada, Inc.
Street Address:	2700 Matheson Blvd E.
Internal Address:	East Tower, Suite 702
City:	Mississauga, ON
State/Country:	CANADA
Postal Code:	L4W 4V9
Entity Type:	CORPORATION: CANADA

#### **PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	3757967	TRADETRACKER

### CORRESPONDENCE DATA

Fax Number: 8028627512

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.

Phone: 802-863-2375 Email: tmip@drm.com

**Correspondent Name:** Cathleen E. Stadecker, Esq.

Address Line 1: 199 Main Street

Address Line 4: Burlington, VERMONT 05401

ATTORNEY DOCKET NUMBER:	15379-002USG1
NAME OF SUBMITTER:	Cathleen E. Stadecker
SIGNATURE:	/Cathleen E. Stadecker/
DATE SIGNED:	05/06/2015

### **Total Attachments: 11**

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TRADEMARK REEL: 005511 FRAME: 0407 For Ministry Use Only A rysage exclusir do ministere Gavernment Services Ontario

are effective on

CERTIFICATE This is to certify that these articles Ministère des Services gouvernementalix

CERTIFICAT Ceci centifie que les présents statuts entrent en vigoeur le

Ontario Corporation Number Numero de la société an Ontano 1

1840180

JANUARY D 1 JANVIER 2011

Director / Directrics Business Corporations Act / Loi sur les sociétés par actions

Farm 4 Business Corporations Act

Formule 4 Loi sur les sociétés par actions

ARTICLES OF	AMALGAMATION
STATUT	S DE FUSION

The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS) Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

D	Ε	Α	L	E		:	:	K	1	 			1	,	ı	N	С	•			
					,,,,,,,,					 		••••			 		*****				

The address of the registered office is: Adresse du siège social :

2700 Matheson Blvd, East

Street & Number or R.R. Number & if Multi-Office Building give Room No. / Rue et numero ou numero de la R.R. et, s'il s'egit d'un édifice à bureaux, numero du bureau

9 4 W 4 Mississauga ONTARIO Name of Municipality or Post Office / Postal Code/Code postal Nom de la municipalité ou du bureau de poste

Number of directors is: OR minimum and maximum Fixed number 1 Nombre d'administrateurs : OU minimum et maximum Mombre fixe

4. The director(s) is/are: / Administrateur(s)

Resident Canadian First name, middle names and sumame Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code State 'Yes' or 'No' Prénom, autres prénoms et nom de famille Domicile élu, y compas la rue et le numéro ou le numero de le R.R. Résident canadien le nom de la municipalità, la province, le pays et le code postal **Oui/Non** Michael Collins 57 Braeside Road Toronto, Ontario M4N 1X9 Yes Mark F. O'Neil 453 Rivergate Drive Richmond, Virginia U.S.A. 23238 No

07121F (07/2007)

**TRADEMARK** REEL: 005511 FRAME: 0408

10

5.	Method of amalgamation, check A or B  Méthode choisie pour la fusion – Cocher A ou	R·	.5												
	A - Amalgamation Agreement / Conver														
	The amalgamation agreement has b corporations as required by subsection Les actionnaires de chaque société qui	een duly adopted by the shareholders n 176 (4) of the Business Corporations A i fusionnne ont dûment adopté la convent nciétés par actions à la date mentionnée	ict on the date set out below. ion de fusion conformément au												
	The amalgamation has been approved	ration and one or more of its subsited in the subsite in the subsi	filiales ou fusion de filiales : corporation by a resolution as												
	Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformém à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-desso The articles of amalgamation in substance contain the provisions of the articles of incorporation of														
The articles of amalgamation in substance contain the provisions of the articles of incorporation of Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de															
	DEALERTRACK CANADA, IN	DEALERTRACK CANADA, INC.													
	and are more particularly set out in the et sont énoncés textuellement aux présen	· · · ·													
	Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year Month Day année mois jour												
	DEALERTRACK CANADA, INC.	1758033	2010/12/14												
	TRADE TRACKER INC.	3013864	2010/12/14												

6.	Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.
	N/A
7.	The classes and any maximum number of shares that the corporation is authorized to issue: Catégories et numbre meximal, s'il y a lieu, d'ections que la société est autorisée à émettre :
٠	Catégories et numbre meximal, s'il y a lieu, d'actions que la société est autorisée à émettre :  The Corporation is authorized to issue an unlimited number of one class of shares
٠	Catégories et numbre meximal, s'il y e lieu, d'actions que la sociáté est autorisée à émettre :
٠	Catégories et numbre meximal, s'il y a lieu, d'actions que la société est autorisée à émettre :  The Corporation is authorized to issue an unlimited number of one class of shares
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٠	Catégories et numbre meximal, s'il y a lieu, d'actions que la société est autorisée à émettre :  The Corporation is authorized to issue an unlimited number of one class of shares

 Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachès à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être èmise en sèrie :

N/A

The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
 L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes

No securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation

Other provisions, (if any);
 Autres dispositions, s'il y a lieu ;

none

<sup>11.</sup> The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A". Les déclarations exigées aux termes du paregraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

<sup>12.</sup> A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "6". Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate. Les présents statuts sont signés en double exemplaire.

071218 (05/2007)

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g., president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signature autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signateire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

Names of By I Par /	Corporations I Dénomination sociale des sociétés	
1/1/1		. A de de
Signature Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fanction
TRADE TRACKER INC.		
By / Par	Corporations i Dénomination sociale des sociéles	
	m. Geors	wism
Styndyke   Signature	Print name of signatory / Nom du signataira en lettras moulaes	Description of Office / Fanction
Names of C By / Par	Corporations / Dénomination sociale des seciétés	
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office I Fanction
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Signature I Signature	Print name of signatory / Nom du signataire en lattras moulées	Description of Office / Fonction
Names of Co By / Par	orporations / Dánomination sociale des sociélés	······
Signaturs i Signature	Print name of signatory : Nom du signataire en lettres moulées	Description of Office / Fonction

### SCHEDULE "A"

### STATEMENT OF DIRECTOR OR OFFICER OF

### DEALERTRACK CANADA, INC.

1.	1, _	M	ICHAE	L (	COLLINS		, am the	GEN	JERAL	MANAGER
of DealerTrac							ne amalgan	nating	corporatio	ms listed in
the Articles o	f An	nalgan	nation to	whi	ch this state	ment is at	tached.	-	**	

- 2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:
  - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor will be prejudiced by the amalgamation.

DATED: December <u>14</u>, 2010.

Name: Miccano
Title: Veica

12431976.1

### SCHEDULE "A"

### STATEMENT OF DIRECTOR OR OFFICER OF

### TRADE TRACKER INC.

1.	l,	MICHAE	L COLL	LINS	, an	the	GENERY	76	MANAG	ER
of Trade	Tracker	Inc. (the "Cor	poration")	, one of th	e amalgamat	ing c	corporations	liste	d in the	
Articles -	of Amalg	gamation to w	nich this s	tatement is	s attached.	-	·			

- 2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:
  - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor will be prejudiced by the amalgamation.

DATED: December  $14^{TH}$ , 2010.

Named M. Golins
Title: VPC GM

12431976.1

#### SCHEDULE "B"

#### RESOLUTION OF THE SOLE DIRECTOR

OF

# TRADE TRACKER INC. (the "Corporation")

Amalgamation with DealerTrack Canada, Inc.

WHEREAS the Corporation is a wholly-owned subsidiary of DealerTrack Canada, Inc. and it is desirable that the Corporation amalgamate with DealerTrack Canada, Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (the "Act"):

#### RESOLVED THAT:

- 1. the amalgamation of the Corporation and DealerTrack Canada, Inc. under the Act, pursuant to subsection 177(1) thereof, is approved;
- 2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of DealerTrack Canada, Inc.;
- 4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 5. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

\* \* \* \* \*

The foregoing resolution is hereby consented to by the sole director of the Corporation pursuant to the *Business Corporations Act* this 1477 day of December, 2010.

Michael Collins

#### SCHEDULE "B"

#### RESOLUTION OF THE DIRECTORS

OF

# DEALERTRACK CANADA, INC. (the "Corporation")

Amalgamation with Trade Tracker Inc.

WHEREAS Trade Tracker Inc. is a wholly-owned subsidiary of the Corporation and it is desirable that the Corporation amalgamate with Trade Tracker Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (the "Act");

#### RESOLVED THAT:

- 1. the amalgamation of the Corporation and Trade Tracker Inc. under the Act. pursuant to subsection 177(1) thereof, is approved;
- 2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of Trade Tracker Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
- 4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 5. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

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#### SCHEDULE "B"

#### RESOLUTION OF THE DIRECTORS

OF

# DEALERTRACK CANADA, INC. (the "Corporation")

Amalgamation with Trade Tracker Inc.

WHEREAS Trade Tracker Inc. is a wholly-owned subsidiary of the Corporation and it is desirable that the Corporation amalgamate with Trade Tracker Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (the "Act");

#### RESOLVED THAT:

- 1. the amalgamation of the Corporation and Trade Tracker Inc. under the Act, pursuant to subsection 177(1) thereof, is approved;
- 2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of Trade Tracker Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
- 4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 5. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

\* \* \* \* \*

The foregoing resolution is hereby of Corporation pursuant to the <i>Business Corporations</i>	consented to by all the directors of the Act this 14 <sup>74</sup> day of December, 2010.
Mark F. O'Neil	Mehao Collins

12432157.1

RECORDED: 05/06/2015