

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

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		
<i>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.</i>			
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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5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

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, INC.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
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 nombre maximal, 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 designated as common shares.

8. 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, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

N/A

9. 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

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

none

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

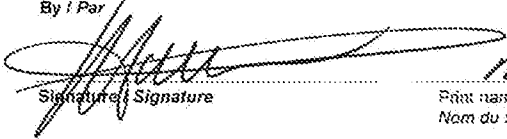
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

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 signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

DEALERTRACK CANADA, INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

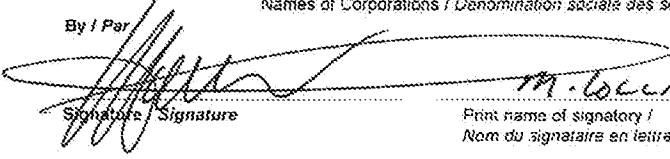
 M. COLLINS VP i gm

Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

TRADE TRACKER INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

 M. COLLINS VP i gm

Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

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By / Par

Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF

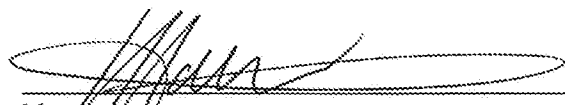
DEALERTRACK CANADA, INC.

1. I, MICHAEL COLLINS, am the GENERAL MANAGER of DealerTrack Canada, Inc. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is 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, 2010.


Name: M. COLLINS
Title: VP/SM

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF
TRADE TRACKER INC.

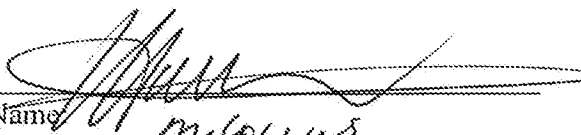
1. I, MICHAEL COLLINS, am the GENERAL MANAGER of Trade Tracker Inc. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

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 14TH, 2010.

Name
Title:


M. COLLINS
VP & GM

SCHEDULE "B"

RESOLUTION OF THE SOLE DIRECTOR

OF

**TRADE TRACKER INC.
(the "Corporation")**

Amalgamation with DealerTrack Canada, Inc.

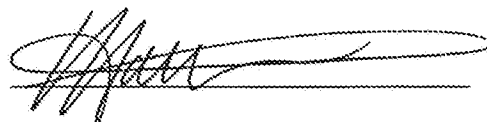
WHEREAS the Corporation is a wholly-owned subsidiary of DealerTrack Canada, Inc. and it is desirable that the Corporation amalgamate with DealerTrack Canada, Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (the "Act");

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 14TH day of December, 2010.



Michael Collins

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

DEALERTRACK CANADA, INC.
(the "Corporation")

Amalgamation with Trade Tracker Inc.

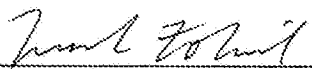
WHEREAS Trade Tracker Inc. is a wholly-owned subsidiary of the Corporation and it is desirable that the Corporation amalgamate with Trade Tracker Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (the "Act");

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.

* * * * *

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* this 14th day of December, 2010.



Mark F. O'Neil

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.

* * * * *

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* this 14TH day of December, 2010.

Mark F. O'Neil



Michael Collins