

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM346560

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CarGurus LLC		06/26/2015	LIMITED LIABILITY COMPANY: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CarGurus, Inc.		
<b>Street Address:</b>	2 Canal Park, 4th Floor		
<b>City:</b>	Cambridge		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02141		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3315446	CARGURUS	
<b>Registration Number:</b>	3315489	CARGURUS	
<b>Registration Number:</b>	3312242	CARGURUS	
<b>Serial Number:</b>	86518577	CARGURUS	
<b>Serial Number:</b>	86518585	CG	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6179518736		
<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>			
<b>Phone:</b>	6173417700		
<b>Email:</b>	jennifer.kagan@morganlewis.com		
<b>Correspondent Name:</b>	Jennifer Kagan, Paralegal		
<b>Address Line 1:</b>	One Federal Street		
<b>Address Line 2:</b>	Morgan, Lewis & Bockius LLP		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110		
<b>ATTORNEY DOCKET NUMBER:</b>	CARGURUS		
<b>NAME OF SUBMITTER:</b>	Jennifer Kagan		
<b>SIGNATURE:</b>	/jenniferkagan/		

CH \$140.00 3315446

<b>DATE SIGNED:</b>	07/01/2015
<b>Total Attachments: 2</b> source=Conversion CARGURUS#page1.tif source=Conversion CARGURUS#page2.tif	

# Delaware

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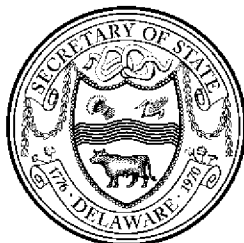
*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A MASSACHUSETTS LIMITED LIABILITY COMPANY UNDER THE NAME OF "CARGURUS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CARGURUS LLC" TO "CARGURUS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2015, AT 1:13 O'CLOCK P.M.


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

5774812 8100V

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2507166

DATE: 06-26-15

TRADEMARK  
REEL: 005566 FRAME: 0948

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
OF CARGURUS LLC, A LIMITED LIABILITY COMPANY  
TO CARGURUS, INC., A CORPORATION,  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the Limited Liability Company first formed is Massachusetts.
2. The jurisdiction immediately prior to filing this Certificate is Massachusetts.
3. The date the Limited Liability Company first formed is November 10, 2005.
4. The name of the Limited Liability Company immediately prior to filing this certificate is CarGurus LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is CarGurus, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 26th day of June, 2015.

By:   
Name: Langley Steinert  
Title: Manager