

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM400227

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BizInsights Holding Corporation		09/06/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Bizrate Insights Inc.		
Street Address:	c/o Time Inc., 225 Liberty Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10281		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2109142	BIZRATE	
Registration Number:	3470894	BIZRATE.COM CUSTOMER CERTIFIED	
Registration Number:	4018652	BIZRATE CIRCLE OF EXCELLENCE	
CORRESPONDENCE DATA			
Fax Number:	2123361249		
<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:	2123362863		
Email:	IPDOCKETING@PBWT.COM		
Correspondent Name:	Jonah Rizzo-Bleichman, Esq.		
Address Line 1:	PBWT 1133 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
NAME OF SUBMITTER:	Jonah Rizzo-Bleichman		
SIGNATURE:	/Jonah Rizzo-Bleichman/		
DATE SIGNED:	09/29/2016		
Total Attachments: 6			
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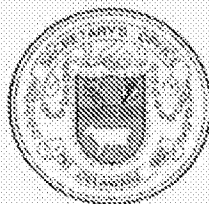
Delaware

The First State

Page 1

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 RESTATED CERTIFICATE OF "BIZINSIGHTS HOLDING CORPORATION", CHANGING ITS NAME FROM "BIZINSIGHTS HOLDING CORPORATION" TO "BISRATE INSIGHTS INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2016, AT 1:37 O'CLOCK P.M.

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



A handwritten signature in black ink, appearing to read "JWB", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

6109187 8100
SR# 20165657882

Authentication: 202938927
Date: 09-06-16

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

TRADEMARK
REEL: 005886 FRAME: 0772

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BIZINSIGHTS HOLDING CORPORATION

BizInsights Holding Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name of the corporation is BizInsights Holding Corporation. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 28, 2016.

SECOND: The Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware and shall be effective as of September 6, 2016.

THIRD: The original Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

1. The name of the Corporation is: **BIZRATE INSIGHTS INC.**
2. The address of the registered office of the Corporation in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock that the Corporation shall have authority to issue is one hundred (100), consisting of one hundred (100) shares of Common Stock, par value \$0.001 per share.
5. The board of directors of the Corporation shall have the power to make, adopt, alter, amend or repeal the by-laws of the Corporation. The election of directors of the Corporation need not be by written ballot.
6. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a

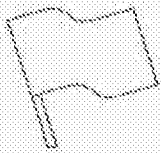
director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended after approval by the stockholders of this Section to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended.

IN WITNESS WHEREOF, said Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Jeffrey J. Bairstow, its Executive Vice President, Finance, as of the 6th day of September, 2016.

By: Jeffrey J. Bairstow
Jeffrey J. Bairstow
Executive Vice President, Finance

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

Serial No.	Reg. No.	Mark	International Class: Goods and Services	Registration Date
75197079	2109142	BIZRATE	IC 042: Rating services, namely real time on-line customized rating of businesses who offer goods and services on a global computer network.	October 28, 1997
77283268	3470894	Certification Mark – BIZRATE.COM CUSTOMER CERTIFIED	IC B: Retail Store shopping services provided by online merchants.	July 22, 2008
85205059	4,018, 652	Certification Mark – BIZRATE CIRCLE OF EXCELLENCE	IC B: Shopping services provided by online merchants.	August 30, 2011
n/a	To be determined.	BIZRATE (with flag)*	IC 035*	To be determined.
n/a	To be determined.	(flag design mark)* 	IC 035*	To be determined.

*Assignor owns U.S. Trademark Registration Nos. 3,926,644 (BIZRATE with flag design mark) and 3,926,645 (flag design mark) (collectively, the “*Flag Design Marks*”) solely with respect to the services listed below as “*Assignor Services*”. Pursuant to the Agreement and this Assignment, Assignor is assigning to Assignee all of its right, title and interest in these Flag Design Marks solely with respect to the services listed below as “*Assignee Services*”. Requests to divide U.S. Trademark Registration Nos. 3,926,644 and 3,926,645 will be filed with the United States Patent and Trademark Office (the “*USPTO*”), pursuant to which new U.S. trademark registrations for these Flag Design Marks covering the Assignee Services should be issued in Assignee’s name and the Assignee Services should be deleted from U.S. Trademark Registration Nos. 3,926,644 and 3,926,645. For purposes of clarity, as a result of the assignment described above and the division of the registrations, Assignor’s U.S. Trademark Registration Nos. 3,926,644 and 3,926,645 will be limited to the Assignor Services.

Allocation of Services Previously Covered by U.S. Trademark Registration Nos. 3,926,644 and 3,926,645*

<u>Assignor Services</u>	<u>Assignee Services</u>
<p><u>Class 35</u>: Promoting the sale of goods and services of others by providing hypertext links to the web site of others, and through on-line ordering and cataloging of those goods and services; internet consumer comparison shopping services.</p> <p><u>Class 42</u>: Providing a search engine on the internet for obtaining information on consumer products and merchants.</p>	<p><u>Class 35</u>: Providing ratings and reviews of businesses and products and services for use by consumers; providing databases containing commercial information relating to products and merchants; providing business ratings for consumers and businesses; providing online business rating for consumers and businesses; conducting surveys to compile data about businesses and consumers; preparing business and market research reports from compiled data; providing business and market research information, namely, business and market research reports; conducting online surveys to compile data about businesses and consumers; preparing business and market research reports from compiled data; providing online business and market research information, namely, business and market research</p>