

**ASSIGNMENT RECORDATION COVER SHEET
-PATENTS ONLY-**

To: Honorable Commissioner of Patents and Trademarks:

Please record the attached original document(s) or copy thereof.

- 1. Name of conveying party(ies)
a) Interchange Corporation

- 2. Name and address of receiving party(ies):
a) Name: Local.com Corporation
b) Address: 1 Technology Drive, Bldg G, Irvine, CA 92618

- 3. Nature of conveyance

<input type="checkbox"/> Assignment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name
<input type="checkbox"/> Other _____	<input type="checkbox"/> License Agreement

Execution Date: 10/26/2006

- 4. Application Number(s) or Patent Number(s): 11/388,350

The title of the (new) application is:

METHODS AND SYSTEMS FOR ENHANCED DIRECTORY ASSISTANCE USING WIRELESS MESSAGING PROTOCOLS

- 5. Please send all correspondence concerning this (these) documents to:

**Customer No. 21912
Van Pelt , Yi & James LLP
10050 N. Foothill Blvd,
Suite 200
Cupertino, CA 95014
408-973-2585**

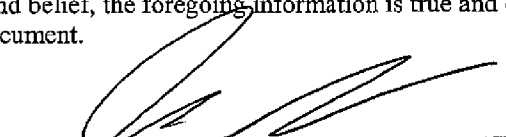
- 6. Total number of applications and patents involved: 1

- 7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- The USPTO is hereby authorized to charge the fee and any deficiencies to Deposit Account No. 50-0685 (Order No. ICHGP007C1)

- 8. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Date: December 6, 2006



Jong Andrew H. Park
Registration No. 56,917

CH \$40.00 500685 11388350

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"INTERCHANGE MERGER SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "INTERCHANGE CORPORATION" UNDER THE NAME OF "LOCAL.COM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2006, AT 5:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF NOVEMBER, A.D. 2006, AT 12 O'CLOCK P.M.

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



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060986833

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5150815

DATE: 10-26-06

PATENT

REEL: 018608 FRAME: 0752

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:59 PM 10/26/2006
FILED 05:59 PM 10/26/2006
SRV 060986833 - 3014684 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
INTERCHANGE MERGER SUB, INC.
(a Delaware corporation)**

WITH AND INTO

**INTERCHANGE CORPORATION
(a Delaware corporation)**

It is hereby certified that:

1. Interchange Corporation (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation owns all of the outstanding shares of capital stock of Interchange Merger Sub, Inc., which is also a business corporation of the State of Delaware.
3. On October 25, 2006, the Board of Directors of the Corporation adopted the following resolutions to merge Interchange Merger Sub, Inc. with and into the Corporation:

WHEREAS, the Corporation owns all of the issued and outstanding shares of capital stock of Interchange Merger Sub, Inc., a Delaware corporation ("Merger Sub"); and

WHEREAS, it is deemed to be advisable and in the best interest of the Corporation that the Corporation merge Merger Sub with and into the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that Merger Sub be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "Merger"), so that the separate existence of Merger Sub shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation, governed by the laws of the State of Delaware.

RESOLVED FURTHER, that the Merger shall have the effects as set forth in Section 259 of the Delaware General Corporation Law.

RESOLVED FURTHER, upon effectiveness of the Merger, Article I of the Certificate of Incorporation of the Corporation, as heretofore amended, shall be amended to read as follows:

"I.

The name of this corporation is LOCAL.COM CORPORATION (hereinafter the "Corporation")."

RESOLVED FURTHER, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare, or cause to be prepared, and to execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Merger Sub with and into the Corporation, and to file or cause to be filed the Certificate of Ownership and Merger with the Delaware Secretary of State.

4. The Certificate of Ownership and Merger and the Merger shall become effective on November 2, 2006 as 12:00 p.m. East Coast Time.

(Signature Page Follows)

IN WITNESS WHEREOF, Interchange Corporation has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer as of this 26th day of October, 2006.

INTERCHANGE CORPORATION

By: 
Name: Douglas S. Norman
Title: Chief Financial Officer and Secretary