

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2008
CONVEYING PARTY DATA	
Name	Execution Date
OVERTURE SERVICES, INC	10/01/2008
RECEIVING PARTY DATA	
Name:	YAHOO! INC
Street Address:	701 First Avenue
City:	Sunnyvale
State/Country:	CALIFORNIA
Postal Code:	94089
PROPERTY NUMBERS Total: 157	
Property Type	Number
Application Number:	08695059
Application Number:	08694793
Application Number:	08694912
Application Number:	08696408
Application Number:	08695906
Application Number:	08689541
Application Number:	08711192
Application Number:	08695905
Application Number:	08696409
Application Number:	08696816
Application Number:	08700748
Application Number:	08694919
Application Number:	08695904
Application Number:	08695060

PATENT

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REEL: 021652 FRAME: 0654

CH \$6280.00 08695059

Application Number:	08665709
Application Number:	09032826
Application Number:	09254445
Application Number:	09123542
Application Number:	09054438
Application Number:	09150349
Application Number:	09066654
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Application Number:	09054431
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Application Number:	11026516
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Application Number:	11026505
Application Number:	11026517
Application Number:	11061974
Application Number:	11026515
Application Number:	11248780

Application Number:	10625082
Application Number:	10949821
Application Number:	11429738

**CORRESPONDENCE DATA**

Fax Number: (703)739-2815

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 00 44 1534 811208

Email: pscott@cpaglobal.com

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Address Line 2: St Helier

Address Line 4: Jersey, UNITED KINGDOM JE1 1BL

NAME OF SUBMITTER:	Peter Scott
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**Total Attachments: 4**

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**PATENT**

**REEL: 021652 FRAME: 0659**

# 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:

"OVERTURE SERVICES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "YAHOO! INC." UNDER THE NAME OF "YAHOO! INC.",  
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2008, AT 9:27 O'CLOCK A.M.

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

3011436 8100M

081001958

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6889198

DATE: 10-02-08

PATENT  
REEL: 021652 FRAME: 0660

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**OVERTURE SERVICES, INC.**

**(a Delaware corporation)**

**into**

**YAHOO! INC.**

**(a Delaware corporation)**

**(PURSUANT TO SECTION 253 OF THE DELAWARE  
GENERAL CORPORATION LAW)**

Yahoo! Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company was incorporated on March 24, 1999, under the name Yahoo! Inc. pursuant to the Delaware General Corporation Law.
2. The Company is the owner of at least 90% of the outstanding shares of each class of the capital stock of Overture Services, Inc., a Delaware corporation (the "Subsidiary").
3. The Company, by the following resolutions adopted on August 1, 2008, by the Board of Directors of the Company, merges the Subsidiary into the Company effective immediately upon filing of this document.

**SHORT-FORM MERGER WITH SUBSIDIARY**

**WHEREAS**, the Company owns all outstanding shares of capital stock of the Subsidiary.

**WHEREAS**, the Board deems it in the best interest of the Company to liquidate the Subsidiary within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended, and comparable provisions of state income tax law via statutory merger and to accomplish such liquidation for federal and state income tax purposes by merging the Subsidiary with and into the Company in accordance with the provisions applicable to short form mergers set forth in Section 253 of the Delaware General Corporation Law (the "Merger").

**NOW, THEREFORE, BE IT RESOLVED**, that the Company shall merge the Subsidiary into itself and assume all of the Subsidiary's liabilities and obligations in accordance with provisions contained in the Delaware General Corporation Law;

**RESOLVED FURTHER**, that the proper officers of the Company be, and each of them hereby is, authorized and empowered to execute and acknowledge a



Certificate of Ownership and Merger (the "Certificate of Merger"), setting forth a copy of the resolutions to merge the Subsidiary into the Company and to file the Certificate with the Delaware Secretary of State;

**RESOLVED FURTHER**, that the Merger is intended to qualify as a complete liquidation of the Subsidiary for purposes of Section 332 of the Internal Revenue Code of 1986, as amended, and comparable provisions of state income tax law; and

**RESOLVED FURTHER**, that the proper officers of the Company be, and each of them hereby is, authorized and empowered to execute and acknowledge such forms and documents pertaining to the withdrawal of qualification to do business as a foreign corporation of the Subsidiary in any jurisdiction in which the Subsidiary is so qualified.

#### **GENERAL AUTHORITY AND RATIFICATION**

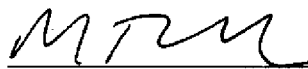
**RESOLVED FURTHER**, that the proper officers of the Company be, and each of them hereby is, authorized and empowered, in the name of and on behalf of the Company, to prepare or cause to be prepared and to execute, deliver, verify, acknowledge, file or record any documents, instruments, certificates, statements, papers, or any amendments thereto, as may be deemed necessary or advisable in order to effectuate the transactions contemplated by the actions approved herein, and to take such further steps and do all such further acts or things as shall be necessary or desirable to carry out the transactions contemplated by the foregoing resolutions; and

**RESOLVED FURTHER**, that all acts and deeds previously performed by the proper officers of the Company prior to the date of these resolutions that are within the authority conferred hereby are ratified, confirmed and approved in all respects as the authorized acts and deeds of the Company.

*[Signature page follows]*

Executed on September 30 2008.

Yahoo! Inc.

By: 

Michael J. Callahan  
Executive Vice President, General Counsel &  
Secretary