

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3154446

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	11/24/2014	
CONVEYING PARTY DATA		
	Name	Execution Date
	TV GUIDE, INC.	11/24/2014
RECEIVING PARTY DATA		
Name:	ROVI GUIDES, INC.	
Street Address:	2830 DE LA CRUZ BOULEVARD	
City:	SANTA CLARA	
State/Country:	CALIFORNIA	
Postal Code:	95050	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Patent Number:	6898762
CORRESPONDENCE DATA		
Fax Number:	(617)235-9492	
<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:	212-596-9000	
Email:	linda.blake@ropesgray.com	
Correspondent Name:	ROPES & GRAY LLP	
Address Line 1:	1211 AVENUE OF THE AMERICAS	
Address Line 4:	NEW YORK, NEW YORK 10036-8704	
ATTORNEY DOCKET NUMBER:	003597-0097-101	
NAME OF SUBMITTER:	LINDA BLAKE	
SIGNATURE:	/Linda Blake/	
DATE SIGNED:	12/18/2014	
Total Attachments: 5		
source=TV Guide, Inc. - Rovi Guides, Inc. DE Certificate of Merger#page1.tif		
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Delaware

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The First State

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TV GUIDE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ROVI GUIDES, INC." UNDER THE NAME OF "ROVI GUIDES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2014, AT 10:02 O'CLOCK A.M.

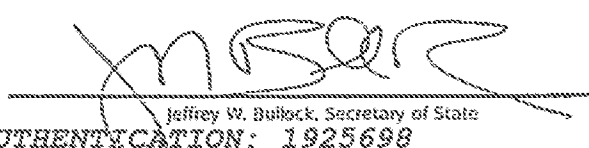
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3171181 8100M

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1925698

DATE: 12-05-14

PATENT
REEL: 034549 FRAME: 0223

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

TV GUIDE, INC.
a Delaware corporation

WITH AND INTO

ROVI GUIDES, INC.
a Delaware corporation

(Pursuant to Section 253 of the Delaware General Corporation Law)

Rovi Guides, Inc., a Delaware corporation (the "*Company*"), does hereby certify:

FIRST: That the Company was incorporated pursuant to the General Corporation Law of the State of Delaware on February 9, 2000.

SECOND: That the Company owns 100% of the outstanding shares of each class of the capital stock of TV Guide, Inc., a Delaware corporation (the "*Subsidiary*").

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted on the 21st day of November, 2014, determined to merge into itself the Subsidiary on the conditions set forth in such resolutions:

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of TV Guide, Inc., its subsidiary (the "*Subsidiary*"), and it is deemed to be in the best interests of the Corporation to merge Subsidiary with and into the Company in a statutory short-form merger pursuant to the provisions of Section 253 of the Delaware General Corporation Law, wherein the Company will be the surviving corporation of such merger;

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary shall merge with and into the Company, with the Company being the surviving corporation of such merger and acquiring thereby all the assets and properties of the Subsidiary and assuming all of the liabilities and obligations of the Subsidiary;

RESOLVED FURTHER, that by virtue of the merger, and without any action on the part of the Company or Subsidiary, all of the issued and outstanding shares of capital stock of the Subsidiary immediately prior to the merger shall be cancelled;

RESOLVED FURTHER, that the Merger shall have the effects set forth in the DGCL (including Section 259 thereof). Without limiting the generality of the foregoing, and subject thereto, at the effective time of the merger, (i) all the properties, rights, privileges, powers and franchises of the Subsidiary shall vest in

the Company, and all debts, liabilities and duties of the Subsidiary shall become the debts, liabilities and duties of the Company and (ii) all the patent assets owned by the Subsidiary (the "*Patent Assets*") are being transferred to, assigned to, and will become the property of the Company by way of the merger contemplated hereby such that, from and after the effectiveness of such merger, the Company will own all of the Patent Assets (and such transfer includes any and all rights in and arising from the Patent Assets including without limitation the right to sue and maintain currently pending lawsuits for damages, royalties, injunctive relief and other remedies for past, present or future infringement).

RESOLVED FURTHER, that the Company shall retain its own name as set forth in the Certificate of Ownership and Merger;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed to make, execute and cause to be filed a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Subsidiary into the Company and the date of adoption thereof, attached hereto as EXHIBIT A, to be filed with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions and execute such documents as each may deem necessary or appropriate to carry out the purposes of the foregoing resolutions.

FOURTH: The Company shall be the surviving corporation.

FIFTH: Rovi Guides, Inc. shall be the name of the surviving corporation.

SIXTH: The Certificate of Incorporation of the Company, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation.

SEVENTH: The Merger shall become effective on the date of filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed and acknowledged by the authorized officer set forth below on this 24 of November, 2014.

ROVI GUIDES, INC.

By: [Signature]
Name: Pamela Sergeeff
Title: Authorized Officer

State of California
County of Santa Clara

On 11/24/2014 before me, Tim Lane Percival, Notary Public, personally appeared Pamela Sergeeff, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies); and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

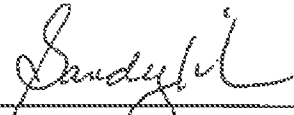
Signature [Signature] (Seal)



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IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed and acknowledged by the authorized officer set forth below on this 24 of November, 2014.

TV GUIDE, INC.

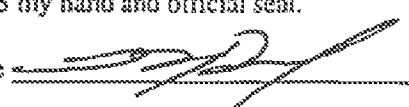
By: 
Name: Sandy Kalina
Title: Authorized Officer

State of California
County of SANTA CLARA

On 11/24/2014 before me, TIM LANE PERCIVAL, Notary Public, personally appeared SANDY KALINA, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies); and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature  (Seal)



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