**PATENT ASSIGNMENT COVER SHEET**

**SUBMISSION TYPE:** NEW ASSIGNMENT  
**NATURE OF CONVEYANCE:** MERGER  
**EFFECTIVE DATE:** 11/25/2014

### CONVEYING PARTY DATA

<table>
<thead>
<tr>
<th>Name</th>
<th>Execution Date</th>
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<tbody>
<tr>
<td>TV GUIDE, INC.</td>
<td>11/24/2014</td>
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### RECEIVING PARTY DATA

<table>
<thead>
<tr>
<th>Name</th>
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<tbody>
<tr>
<td>Name:</td>
<td>ROVI GUIDES, INC.</td>
</tr>
<tr>
<td>Street Address:</td>
<td>2830 DE LA CRUZ BOULEVARD</td>
</tr>
<tr>
<td>City:</td>
<td>SANTA CLARA</td>
</tr>
<tr>
<td>State/Country:</td>
<td>CALIFORNIA</td>
</tr>
<tr>
<td>Postal Code:</td>
<td>95050</td>
</tr>
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**PROPERTY NUMBERS Total: 4**

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<tr>
<th>Property Type</th>
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<tbody>
<tr>
<td>Patent Number:</td>
<td>6769128</td>
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<td>Patent Number:</td>
<td>8255952</td>
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<td>Patent Number:</td>
<td>8918811</td>
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<tr>
<td>Application Number:</td>
<td>14254748</td>
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**CORRESPONDENCE DATA**

Fax Number: (617)235-9492  
*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.*

| Phone:                | 6506174000 |
| Email:                | Pharrison@ropesgray.com |
| Correspondent Name:   | ROPES & GRAY LLP |
| Address Line 1:       | 1900 UNIVERSITY AVENUE |
| Address Line 2:       | 6TH FLOOR |
| Address Line 4:       | EAST PALO ALTO, CALIFORNIA 94303-2284 |

**ATTORNEY DOCKET NUMBER:** 003597-144: 161: 048: 084  
**NAME OF SUBMITTER:** PAMELA HARRISON  
**SIGNATURE:** /Pamela Harrison/  
**DATE SIGNED:** 07/15/2015  
**Total Attachments:** 5
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,


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.
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 28th 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 24th of November, 2014.

ROVI GUIDES, INC.

By: ____________________________
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(s), 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)

Tim Lane Percival
Notary Public - California
San Francisco County
My Comm. Expire: Apr. 27, 2018

111590446 v1
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 24th of November, 2014.

TV GUIDE, INC.

By: ________________________________

Name: Sandy Kallina
Title: Authorized Officer

State of California
County of SANTA CLARA

On 11/24/2014 before me, Tim Lare Percival, Notary Public, personally appeared Sandy Kallina, 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)

TIM LARE PERCIVAL
COMM. #1976416
Notary Public - California
San Francisco County

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