

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion to limited liability company/formation of limited liability company

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
LendingTree, Inc.		12/29/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	LendingTree, LLC
<b>Street Address:</b>	1115 Rushmore Drive
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28277
<b>Entity Type:</b>	LTD LIAB JT ST CO: DELAWARE

**PROPERTY NUMBERS Total: 29**

Property Type	Number	Word Mark
Serial Number:	78373859	WHEN REAL ESTATE BROKERS COMPETE, YOU WIN!
Serial Number:	78373851	WHEN REAL ESTATE AGENTS COMPETE, YOU WIN!
Serial Number:	78373809	WHEN BANKS AND REAL ESTATE AGENTS COMPETE, YOU WIN!
Serial Number:	78490433	REALESTATE.COM
Serial Number:	78476349	LENDINGTREE SETTLEMENT SERVICES
Serial Number:	78390784	LENDINGTREE QUICKSIGN
Serial Number:	78385650	BUYING AND SELLING YOUR HOME - IT'S ALL HERE!
Serial Number:	78454736	CUANDO LOS BANCOS COMPITEN, USTED GANA
Serial Number:	78348045	LENDERWEB APEX
Serial Number:	75504021	GETSMART AUTOLOANFINDER
Serial Number:	75408540	GETSMART MORTGAGE FINDER
Serial Number:	78975641	GETSMART
Serial Number:	78068778	GETSMART
Serial Number:	78068777	GETSMART

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Serial Number:	78975601	GETSMART
Serial Number:	78312398	GETSMART HOMEFINDER
Registration Number:	2470675	DEBT CONSOLIDATION CENTER
Registration Number:	2241814	GETSMART
Registration Number:	2842043	CREDIT CARD FINDER
Registration Number:	2265733	LENDINGTREE
Registration Number:	2525695	HOMESPACE
Registration Number:	2435185	
Registration Number:	2886058	LENDINGTREE
Registration Number:	2747718	LEND-X
Registration Number:	2440603	WHEN BANKS COMPETE, YOU WIN
Registration Number:	2418547	MORTGAGE FINDER
Registration Number:	2602929	GETSMART
Registration Number:	2883932	LENDINGTREE
Registration Number:	2402560	SMARTMATCH

**CORRESPONDENCE DATA**

Fax Number: (404)572-5145  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404 572-4636  
Email: arbounds@kslaw.com  
Correspondent Name: Amanda Laura Nye, Esq.  
Address Line 1: 191 Peachtree Street  
Address Line 4: Atlanta, GEORGIA 30303-1736

NAME OF SUBMITTER:	Amanda Laura Nye
Signature:	/amanda laura nye/
Date:	01/11/2005

Total Attachments: 5  
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# Delaware

PAGE 1

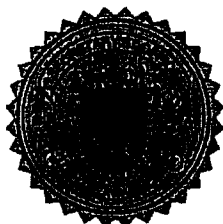
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "LENDINGTREE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "LENDINGTREE, INC." TO "LENDINGTREE, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 3:22 O'CLOCK P.M.

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

2631408 8100V

040950021



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3585123

DATE: 12-29-04

TRADEMARK  
REEL: 003005 FRAME: 0710

**CERTIFICATE OF CONVERSION**

**CONVERTING**

**LENDINGTREE, INC.**  
(A Delaware Corporation)

**TO**

**LENDINGTREE, LLC**  
(A Delaware Limited Liability Company)

LendingTree, Inc. (the "Converting Corporation"), the corporation that is converting to a Delaware limited liability company (the "Company"), hereby certifies that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "LendingTree, Inc." The Converting Corporation was originally incorporated as Lewisburg Ventures, Inc.

2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

<u>Date</u>	<u>Jurisdiction</u>
June 7, 1996	Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is "LendingTree, LLC".

4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Sections 228 and 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.

5. Effective Time. This Certificate shall be effective upon its filing in the Office of the Secretary of State of the State of Delaware.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:22 PM 12/29/2004  
FILED 03:22 PM 12/29/2004  
SRV 040950021 - 2631408 FILE

W/811372v2

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of  
Conversion as of December 29, 2004.

LENDINGTREE, INC.

By: \_\_\_\_\_

Name: Matthew A. Packey

Title: Vice President

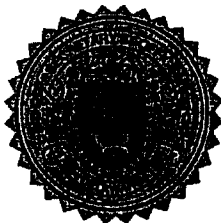
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "LENDINGTREE, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 3:22 O'CLOCK P.M.

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



2631408 8100V

040950021

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3585123

DATE: 12-29-04

TRADEMARK  
REEL: 003005 FRAME: 0713

**CERTIFICATE OF FORMATION**

**OF**

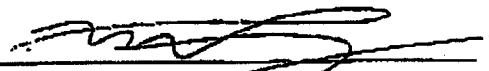
**LENDINGTREE, LLC**

This Certificate of Formation is being executed as of December 29, 2004 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act").

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is LendingTree, LLC (the "Company").
2. Registered Office and Registered Agent. The address of the registered office of the Company in the State of Delaware is c/o National Registered Agents, Inc., 9 East Loockerman Street, Suite 1B in the City of Dover, County of Kent, State of Delaware, 19901. The registered agent of the Company for service of process at such address is National Registered Agents, Inc.
3. Conversion. The Company has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Delaware LLC Act. The Company constitutes a continuation of the existence of the converted other entity in the form of a Delaware limited liability company.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first above written.

  
An Authorized Person  
Type or Print Name: Matthew A. Packey

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:22 PM 12/29/2004  
FILED 03:22 PM 12/29/2004  
SRV 040950021 - 2631408 FILE

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