

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/13/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Weather Underground, Inc.		07/13/2012	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Walnut Acquisition, LLC
Street Address:	300 N. Fifth #240
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48104
Entity Type:	LIMITED LIABILITY COMPANY: MICHIGAN

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2308658	AUTOBRAND
Registration Number:	4041679	
Registration Number:	4026242	
Registration Number:	2318973	
Registration Number:	4044321	DAILY DOWNPOUR
Registration Number:	3993557	RAPID FIRE
Registration Number:	2297683	THE WEATHER UNDERGROUND
Registration Number:	2984732	WEATHER EXCHANGE
Registration Number:	4073313	WEATHER QUICKIE
Registration Number:	2281088	WEATHER STICKER
Registration Number:	4044550	WEATHER UNDERGROUND
Registration Number:	4002119	WHO IS HOT?
Serial Number:	85269512	WUNDER

OP \$540.00 2308658

Registration Number:	3742092	WUNDERBLOG
Registration Number:	4044552	WUNDERGROUND
Registration Number:	2324272	WUNDERGROUND.COM
Registration Number:	3527030	WUNDERMAP
Registration Number:	3739351	WUNDERPHOTOS
Registration Number:	4099085	WUNDERPOLL
Registration Number:	3647301	WUNDERRADIO
Registration Number:	2447954	WUNDERSEARCH

CORRESPONDENCE DATA

Fax Number: 4045413372
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 404-815-6500
Email: brook@kilpatricktownsend.com
Correspondent Name: William H. Brewster
Address Line 1: 1100 Peachtree Street, Suite 2800
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	W2100/056310
NAME OF SUBMITTER:	Beth Rook
Signature:	/Beth Rook/
Date:	08/22/2012

Total Attachments: 3
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BC&CD-550m (Rev. 04/11)

MICHIGAN DEPARTMENT OF LICENSING & REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES

Date Received

(FOR BUREAU USE ONLY)

FILED

JUL 13 2012

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Administrator
BUREAU OF COMMERCIAL SERVICES

Name

Gurinder J. Singh

Address

150 West Jefferson Avenue Suite 2500

City

State

Zip Code

Detroit

MI

48226

EFFECTIVE DATE: July 13, 2012 @ 9:48 AM

Expiration date for new assumed names: December 31,

Expiration date for transferred assume names appear in item 6

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger of
The Weather Underground, Inc.
with and into
Walnut Acquisition, LLC

Pursuant to the provisions of the Michigan Business Corporation Act, Act 284, Public Acts of 1972 (the "MBCA") and the Michigan Limited Liability Company Act, Act 23, Public Acts of 1993 (the "MLLCA"), the undersigned entities execute the following Certificate of Merger:

1. The Agreement and Plan of Merger is as follows:

a. The name of each constituent entity and its identification number is:

The Weather Underground, Inc.

266770

Walnut Acquisition, LLC

D7825W

b. The name of the surviving (new) entity and its identification number is:

Walnut Acquisition, LLC

D7825W

The street address of the surviving (new) entity's principal place of business is:

300 N FIFTH #240 ANN ARBOR MI 48104

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the ___ day of _____, _____.

TRADEMARK

REEL: 004847 FRAME: 0308

3. Certification of The Weather Underground, Inc.

The following is the basic corporate entity information for The Weather Underground, Inc.:			
Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
The Weather Underground, Inc.	Common Shares: 5,202,137 Preferred Shares: 0	Common Shares	None
The number of shares of The Weather Underground, Inc. is not subject to change prior to the effective time of the merger.			

The manner and basis of converting the shares of The Weather Underground, Inc. is as follows:
 Upon the consummation of the merger, and by virtue of the merger and without any action on the part of any party or shareholders of The Weather Underground, Inc., each share of Common Stock of The Weather Underground, Inc. issued and outstanding immediately prior to the effective time of the merger (but not including any Dissenting Shares (as defined in the Agreement and Plan of Merger) shall be converted into and represent the right to receive a certain amount of cash, with the rights to receive such amounts being conditional upon and subject to the terms and conditions set forth in the Agreement and Plan of Merger. Each share of Common Stock held in the treasury of The Weather Underground, Inc. immediately prior to the effective time of the merger, if any, will, by virtue of the merger automatically be cancelled and retired without payment therefor, and all rights in respect thereto shall cease to exist.

Since The Weather Underground, Inc. is not the surviving entity, no amendments need to be made to the Articles of Incorporation of The Weather Underground, Inc.

The Agreement and Plan of Merger will be furnished by the surviving entity, on request and without cost, to any shareholder of The Weather Underground, Inc.

No assumed names will be transferred from The Weather Underground, Inc. to the surviving entity.

The merger is permitted by the MBCA and The Weather Underground, Inc. has complied with the MBCA in effecting the merger.

The Agreement and Plan of Merger has been adopted by the Board of Directors of The Weather Underground, Inc. in accordance with Section 736(4) of the MBCA.

The Agreement and Plan of Merger adopted by the Board of Directors of The Weather Underground, Inc. was approved by all of the shareholders of The Weather Underground, Inc. entitled to vote thereon by written consent given as provided in Section 407(2) of the MBCA and in accordance with Sections 703a and 736(f) of the MBCA.

The following individual is authorized to execute this Certificate of Merger on behalf of The Weather Underground, Inc. and has executed this Certificate of Merger in accordance with the MBCA:

By Alan Sterenberg
(Signature of Authorized Officer or Agent)

Alan Sterenberg, President
(Type or Print Name)

The Weather Underground, Inc.
(Name of Corporation)

4. Certification of Walnut Acquisition, LLC

Walnut Acquisition, LLC will be surviving the merger. Upon the effective time of merger, the Articles of Organization of Walnut Acquisition, LLC shall be amended as follows:

Article 1 is amended and restated in its entirety to read and provide as follows:

ARTICLE 1

The name of the company is: **The Weather Underground, LLC**

The manner and basis of converting the membership interests are as follows:
 The membership interests of Walnut Acquisition, LLC issued and outstanding immediately prior to the effective time of the merger shall continue to be membership interests of the surviving entity and shall be unaffected by the merger.

The Agreement and Plan of Merger was approved by the members of Walnut Acquisition, LLC in accordance with section 705a(8) of the MLLCA.
 No assumed names will be transferred to the surviving entity.

The following individual is authorized to execute this Certificate of Merger on behalf of Walnut Acquisition, LLC, and has executed this Certificate of Merger in accordance with Section 103 of the MLLCA:

Signed this 13th day of July, 2012

By: Gary K. Seldman
(Signature of Member, Manager or Authorized Agent)

Gary K. Seldman, Vice President
(Type or Print Name and Capacity)

Walnut Acquisition, LLC
(Name of Limited Liability Company)

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