

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Mr Matthew M Maloney		01/05/2009	INDIVIDUAL: UNITED STATES

**RECEIVING PARTY DATA**

Name:	GrubHub, Inc.
Street Address:	2211 N Elston Ave.
Internal Address:	Suite 400
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60614-9280
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	78460059	GRUBHUB

**CORRESPONDENCE DATA**

Fax Number: (888)269-4081  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 7734010483  
 Email: christine@grubhub.com  
 Correspondent Name: Christine Evans  
 Address Line 1: GrubHub Inc, 2211 N Elston Ave, Ste 400  
 Address Line 4: Chicago, ILLINOIS 60614-9280

NAME OF SUBMITTER:	Christine Evans
Signature:	/Christine Evans/
Date:	07/27/2010

Total Attachments: 2

**900167907**

**TRADEMARK  
 REEL: 004248 FRAME: 0868**

**OP \$40.00 78460059**

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**Trademark Assignment**

This assignment ("Assignment") memorializes the prior assignment made concurrent with the initial formation of the predecessor of GrubHub, Inc. (GrubHub, LLC) and is made effective and is evidenced as of January 5, 2009; the Assignment is from Matthew M. Maloney, an individual ("ASSIGNOR"), to GrubHub, Inc., a Delaware corporation ("ASSIGNEE"):

WHEREAS, ASSIGNOR is the legal owner of the trademark which was transferred at the inception of the predecessor of Assignee (the "Mark") as described in Exhibit A, attached hereto and incorporated by reference herein, together with the goodwill of the business symbolized thereby in connection with the goods on which the Mark are used (the "Products").

WHEREAS, ASSIGNOR unintentionally maintained legal title to the Mark in his individual name.

WHEREAS, ASSIGNOR desires to correct the oversight and document the conveyance, transfer, assignment, delivery, and contribution to ASSIGNEE all of his right, title, and interest in and to the Mark.

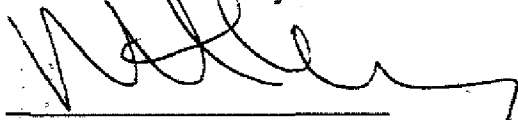
NOW, THEREFORE, in consideration of the receipt of his ownership in Assignee's predecessor at its inception, which was delivered some time ago and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby documents the conveyance, transfer, assignment, delivery, and contribution to ASSIGNEE all of ASSIGNOR'S right, title, and interest of whatever kind in and to the Mark, together with (1) the goodwill of the business relating to the Products in respect upon which the Mark is used and for which it is registered; (2) all income, royalties, and damages hereafter due or payable to ASSIGNOR with respect to the Mark, including without limitation, damages, and payments for past or future infringements and misappropriations of the Mark; and (3) all rights to sue for past, present and future infringements or misappropriations of the Mark.

ASSIGNOR further covenants that it will execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in ASSIGNEE full right, title, and interest in the Mark, all at the cost and expense of Assignee.

IN WITNESS WHEREOF, ASSIGNOR has duly executed under seal and delivered this Assignment, as of the day and year first above written.

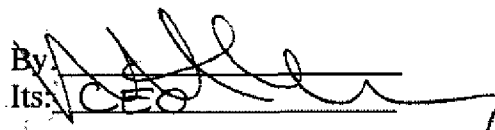
ASSIGNOR:

Matthew M. Maloney

  
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ASSIGNEE:

GrubHub, Inc.

By:   
Its: CEO

TRADEMARK

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TRADEMARK

WORD MARK	SERIAL NUMBER	REGISTRATION NUMBER	FILING DATE	REGISTRATION DATE
GrubHub	78460059	2998028	07/31/04	09/20/05

Classes of Registration
IC 035. US 100 101 102.

TRADEMARK