

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/29/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Think Subscription Inc.		12/21/2009	CORPORATION: UTAH
RECEIVING PARTY DATA			
Name:	Digital River, Inc.		
Street Address:	9625 West 76th Street		
City:	Eden Prairie		
State/Country:	MINNESOTA		
Postal Code:	55344		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	78967932	THINK ASP	
Serial Number:	78547704	THINK ENTERPRISE	
Serial Number:	78967906	THINK SUBSCRIPTION	
CORRESPONDENCE DATA			
Fax Number:	(612)233-1317		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612-850-1688		
Email:	sdempster@noakspa.com		
Correspondent Name:	Shawn B. Dempster		
Address Line 1:	45 Island Road		
Address Line 4:	North Oaks, MINNESOTA 55127		
ATTORNEY DOCKET NUMBER:	D33-213-01-00		
NAME OF SUBMITTER:	Shawn B Dempster		

OP \$90.00 78967932

Signature:	/Shawn B Dempster/
Date:	09/10/2010
Total Attachments: 6 source=20091229 DE Secretary of State Certificate of Merger Think Subscription and Digital River (EP003912)#page1.tif source=20091229 DE Secretary of State Certificate of Merger Think Subscription and Digital River (EP003912)#page2.tif source=20091229 DE Secretary of State Certificate of Merger Think Subscription and Digital River (EP003912)#page3.tif source=20091229 DE Secretary of State Certificate of Merger Think Subscription and Digital River (EP003912)#page4.tif source=20091229 DE Secretary of State Certificate of Merger Think Subscription and Digital River (EP003912)#page5.tif source=20091229 DE Secretary of State Certificate of Merger Think Subscription and Digital River (EP003912)#page6.tif	

Delaware

PAGE 1

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:

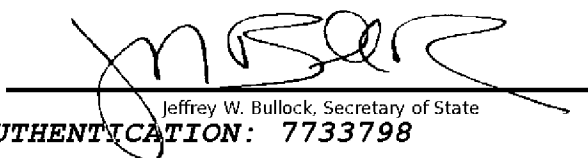
"THINK SUBSCRIPTION INC.", A UTAH CORPORATION,
WITH AND INTO "DIGITAL RIVER, INC." UNDER THE NAME OF
"DIGITAL RIVER, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT
2:31 O'CLOCK P.M.

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

2795364 8100M

091145259




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7733798

DATE: 12-31-09

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

TRADEMARK
REEL: 004276 FRAME: 0021

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING

THINK SUBSCRIPTION INC.
(a Utah corporation)

INTO

DIGITAL RIVER, INC.
(a Delaware corporation)

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the "DGCL"), Digital River, Inc., a Delaware corporation (the "Corporation") hereby certifies as follows:

FIRST: The Corporation owns all of the outstanding shares of stock of THINK Subscription Inc., a Utah corporation;

SECOND: The Corporation, by the following resolutions of its Board of Directors, duly adopted by written action on December 21 2009, determined to merge THINK Subscription Inc. into itself:

RESOLVED:

The Agreement and Plan of Merger attached hereto as Exhibit A (the "Agreement") and the consummation of the merger (the "Merger") of THINK Subscription, Inc., a Utah corporation, a wholly owned subsidiary of the Corporation (the "Subsidiary"), with and into the Corporation pursuant thereto is hereby authorized and approved.

RESOLVED FURTHER:

The officers of the Corporation are, and each of them hereby is, authorized, empowered and directed in the name and on behalf of this Corporation: (i) to execute and deliver the Agreement, and to prepare, execute, deliver or file any agreement, certificate, notice or other document or instrument contemplated by the Agreement or as may be necessary or desirable in connection with the Agreement and the Merger and the other transactions contemplated thereby, including without limitation a Certificate of Ownership and Merger, in each case with such changes therein and additions thereto as the officers shall approve (the signing thereof by such persons to be conclusive evidence of their approval of any such change or addition); and (ii) to take such further action in the name and on behalf of the Corporation as they in their sole discretion deem necessary, proper or advisable in order to carry out the essential intent and to accomplish the purposes of the foregoing resolutions and fully to perform the obligations of the Corporation contained in each of the documents delivered pursuant thereto.

RESOLVED FURTHER:

The actions taken to date by the Corporation's officers, either acting alone or jointly, in connection with the Agreement and the Merger and the other transactions contemplated thereby are hereby ratified, approved and confirmed in all respects.

THIRD: The Merger shall become effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").

FOURTH: As set forth in the aforementioned Agreement and Plan of Merger, at the Effective Time:

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a. all the presently outstanding shares of capital stock of Subsidiary shall be cancelled, and no consideration will be delivered therefore; and

b. each share of the capital stock of the Corporation issued and outstanding immediately prior to the Effective Time shall continue unchanged as the outstanding shares of the Corporation, the surviving corporation.

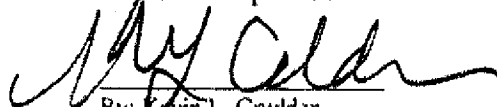
FIFTH: The Certificate of Incorporation and Bylaws of the Corporation shall be the Certificate of Incorporation and Bylaws for the surviving corporation following the Effective Time.

SIXTH: The officers and directors of the Corporation shall be the officers and directors of the surviving corporation at and after the Effective Time until their subsequent resignation or removal in accordance with the Bylaws of the surviving corporation and applicable law.

SEVENTH: The proposed Merger of Subsidiary into the Corporation has been approved by the Corporation, the owner of all of the outstanding stock of Subsidiary, in accordance with the DGCL.

IN WITNESS WHEREOF, the Corporation has executed and acknowledged this Certificate as of the 21 day of December, 2009.

DIGITAL RIVER, INC.,
a Delaware corporation



By: Kevin L. Crudden
Its: Vice President

**AGREEMENT AND PLAN OF MERGER
OF**

**THINK SUBSCRIPTION INC.
(a Utah corporation)**

INTO

**DIGITAL RIVER, INC.
(a Delaware corporation)**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the "Effective Date" (as defined in Section 2 hereof), by and between THINK Subscription Inc., a Utah corporation (the "**Subsidiary**") and Digital River, Inc., a Delaware corporation (the "**Parent**"). The Parent and the Subsidiary are hereinafter collectively referred to as the "**Constituent Corporations.**"

RECITALS:

A. Each of the Constituent Corporations is validly formed and in good standing under the laws of its respective jurisdiction.

B. For business reasons, each of the Constituent Corporations desires to merge the Subsidiary with and into the Parent in accordance with applicable provisions of (i) the laws of the State of Delaware, including the Delaware General Corporation Law, Title 8, Chapter 1 (the "**DGCL**"); and (ii) the laws of the State of Utah, including the Utah Revised Business Corporation Act, Section 16-10a-1104 (the "**URBCA**").

C. Parent, a corporation validly formed and in good standing under the laws of the State of Delaware, owns 100% of the issued and outstanding capital stock of the Subsidiary.

D. For federal income tax purposes, it is intended that the above-described merger shall qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "**Code**"), and that this Agreement shall constitute a plan of reorganization pursuant to Section 368 of the Code.

NOW THEREFORE, in consideration of the promises and mutual covenants herein contained, the parties hereby agree as follows:

1. **Merger.** On the Effective Date (as defined in Section 2 hereof), the Subsidiary shall be merged with and into Parent, with Parent being the surviving corporation (the "**Merger**"), pursuant to the applicable provisions of the URBCA and the DGCL.

2. **Effective Date.** Pursuant to URBCA Section 16-10a-1104(5) and DGCL Section 253, the Merger shall become effective upon the date of filing of the required Articles of Merger with the Utah Secretary of State and the required Certificate of Ownership and Merger with the Delaware Secretary of State (the "**Effective Date**").

3. **Surviving Corporation.** On the Effective Date, the separate corporate existence of Subsidiary shall cease and the Constituent Corporations shall become a single corporation with Parent being the surviving corporation. Thereafter, Parent, as the surviving corporation, shall have all of the rights, privileges, immunities and powers, and will be subject to all of the duties and liabilities, of a corporation incorporated under the laws of the State of Delaware. In addition, as the surviving corporation, Parent shall possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due on any account, including subscription to shares, and all other causes of action, and every other interest of or belonging to or due to each of the Constituent Corporations shall vest in Parent as the surviving corporation, without any further act or deed.

On the Effective Date, Parent, as the surviving corporation, shall become responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and a claim of or against, or a pending proceeding by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or Parent, as the surviving corporation, may be substituted in the place of Subsidiary. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

4. **Stock Exchange.**

a. On the Effective Date, all the presently outstanding shares of capital stock of the Subsidiary shall be cancelled and no stock shall be issued to Parent, the sole shareholder of the Subsidiary, as a result of the Merger of Subsidiary into Parent. Parent, the sole shareholder of the Subsidiary, shall surrender its stock certificates representing such shares of the Subsidiary endorsed in blank or accompanied by an appropriate stock power executed in blank.

b. No then-outstanding shares of capital stock of Parent shall be exchanged or converted but shall remain outstanding as shares of capital stock of Parent.

5. **Name.** The surviving corporation shall continue under the name Digital River, Inc., a Delaware corporation.

6. **Certificate of Incorporation and Bylaws.**

a. **Certificate of Incorporation.** The Certificate of Incorporation of Parent in effect immediately prior to the Effective Date of the Merger shall continue to be the Certificate of Incorporation of Parent, as the surviving corporation, until altered or amended as provided under the DGCL.

b. **Bylaws.** The Bylaws of Parent in effect immediately prior to the Effective Date of the Merger shall continue to be the Bylaws of Parent, as the surviving corporation, until altered, amended or repealed as provided therein, in the Certificate of Incorporation of Parent or the DGCL.

7. **Directors and Officers.** The directors and officers of Parent in office immediately prior to the Effective Date of the Merger, shall continue to be the directors and

officers Parent, as the surviving corporation, until the expiration of their terms as such or until their successor or successors shall otherwise be duly elected.

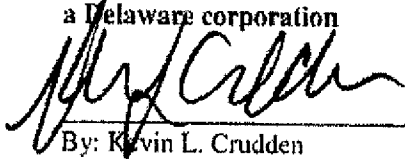
8. **Termination or Abandonment.** Notwithstanding anything in this Agreement to the contrary, this Agreement may be terminated and abandoned prior to the Effective Date by action of a majority of the Board of Directors of Parent. In the event this Agreement is terminated or abandoned by the Board of Directors of Parent pursuant to the previous sentence, all contractual rights hereunder shall terminate, and this Agreement shall become null and void without any further liability or obligation on the part of either of the parties hereto.

9. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together, once executed and delivered, shall constitute one and the same instrument.

10. **Amendment.** This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

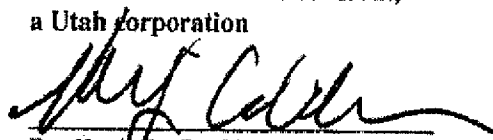
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the date set forth above.

DIGITAL RIVER, INC.,
a Delaware corporation



By: Kevin L. Crudden
Its: Vice President

THINK SUBSCRIPTION INC.,
a Utah corporation



By: Kevin L. Crudden
Its: Vice President