

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/15/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fanatics, Inc.		03/15/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Fanatics, LLC
Street Address:	5233 Commonwealth Ave.
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32254
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3592648	FACEOFF FANATICS
Registration Number:	3501154	FAN CASH
Registration Number:	3636907	FANATICS
Registration Number:	3891735	FANATICS
Registration Number:	3447091	FANATICS
Registration Number:	3592646	FASTBALL FANATICS
Registration Number:	3592647	FASTBREAK FANATICS
Registration Number:	3891778	FIGHTING FANATICS
Registration Number:	2538045	FOOTBALL FANATICS
Registration Number:	3891734	FOOTBALL FANATICS
Registration Number:	3607516	SURF FANATICS
Serial Number:	77875829	SPORTS FANATICS
Serial Number:	77339176	SURF FANATICS

CH \$340.00 3592648

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202.739.5965
Email: jwashington@morganlewis.com
Correspondent Name: Joseph E. Washington
Address Line 1: 1111 Pennsylvania Avenue, NW
Address Line 2: Attention: TMSU
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	052094-01-0035
NAME OF SUBMITTER:	Joseph E. Washington
Signature:	/Joseph E. Washington/
Date:	03/16/2011
Total Attachments: 4 source=8088350-SO-5-000-DE#page1.tif source=8088350-SO-5-000-DE#page2.tif source=8088350-SO-5-000-DE#page3.tif source=8088350-SO-5-000-DE#page4.tif	

Delaware

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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 MERGER, WHICH MERGES:

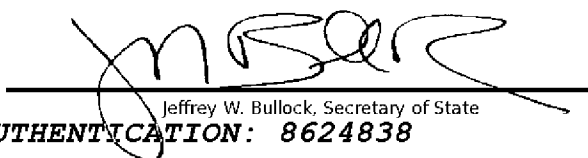
"FANATICS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "GATOR ACQUISITION LLC" UNDER THE NAME OF "FANATICS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 2011, AT 2:05 O'CLOCK P.M.

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

4936784 8100M

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8624838

DATE: 03-15-11

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

TRADEMARK
REEL: 004498 FRAME: 0889

CERTIFICATE OF MERGER

OF

FANATICS, INC.
(a Delaware corporation)

WITH AND INTO

GATOR ACQUISITION LLC
(a Delaware limited liability company)

Pursuant to Section 264(c) of the General Corporation Law of the State of Delaware and Section 18-209(c) of the Delaware Limited Liability Company Act

Pursuant to Section 264(c) of the General Corporation Law of the State of Delaware, as amended (the "DGCL") and Section 18-209(c) of the Delaware Limited Liability Company Act (the "D.L.L.C.A."), Gator Acquisition LLC, a Delaware limited liability company (the "Company"), hereby certifies as follows:

FIRST: The names and states of incorporation or formation of the constituent entities in the merger (the "Constituent Entities") are as follows:

<u>Name</u>	<u>State of Incorporation or Formation</u>
Fanatics, Inc.	Delaware
Gator Acquisition LLC	Delaware

SECOND: The Constituent Entities are each a wholly-owned subsidiary of GSI Commerce, Inc., a Delaware corporation ("GSI"). An Agreement and Plan of Merger, dated as of February 9, 2011 (the "Merger Agreement"), among GSI, each of the Constituent Entities, Gator Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of GSI which previously merged with and into Fanatics, Inc., the former Stockholders of Fanatics, Inc. named therein, those persons listed on Annex II thereto and the Stockholder Representative (as defined in the Merger Agreement), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Section 264(c) of the DGCL and Section 18-209(c) of the D.L.L.C.A.

THIRD: The name of the surviving limited liability company of the merger shall be Gator Acquisition LLC (the "Surviving Entity").

FOURTH: The first article of the Certificate of Formation of the Company is hereby amended to read as follows:

"1. The name of the limited liability company is Fanatics, LLC."

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Entity. The address of the principal place of business of the Surviving Entity is 5233 Commonwealth Ave. Jacksonville, Florida 32254.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any former stockholder or member, as applicable, of either of the Constituent Entities.

SEVENTH: This Certificate of Merger, and the merger provided for herein, shall become effective at the time this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, Gator Acquisition LLC has caused this Certificate of Merger to be executed as of this 15th day of March, 2011.

GATOR ACQUISITION LLC

By: GSI Commerce, Inc., its sole member

By:  _____

Name: Michael R. Conn

Title: Executive Vice President and Chief
Financial Officer

[Signature Page to Certificate of Merger (Second Merger)]