

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/30/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Responsys, Inc.		03/30/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Responsys, Inc.
Street Address:	900 Cherry Ave 5th Floor
City:	San Bruno
State/Country:	CALIFORNIA
Postal Code:	94066
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	77686534	MARKETING.COM
Registration Number:	3355417	DELIVER YOUR DIFFERENCE
Registration Number:	2488401	
Registration Number:	2426163	RESPONSYS
Registration Number:	3422558	RESPONSYS
Registration Number:	3422575	RESPONSYS
Registration Number:	2314237	RESPONSYS
Registration Number:	2538509	RESPONSYS INTERACT
Registration Number:	3400896	RESPONSYS INTERACT
Registration Number:	3514958	RESPONSYS INTERACT
Registration Number:	3523277	RESPONSYS INTERACT

CORRESPONDENCE DATA

900190614

**TRADEMARK
 REEL: 004531 FRAME: 0455**

OP \$290.00 77686534

Fax Number: (415)836-2501
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415 836-2557
Email: karl.hamel@dlapiper.com
Correspondent Name: Heather A. Dunn
Address Line 1: 555 Mission Street, Suite 2400
Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	373462-100
NAME OF SUBMITTER:	Heather A. Dunn
Signature:	/Heather A. Dunn/
Date:	04/29/2011

Total Attachments: 3
source=ResponsysRe-incorpCert#page1.tif
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source=ResponsysRe-incorpCert#page3.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 MERGER, WHICH MERGES:

"RESPONSYS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "RESPONSYS, INC." UNDER THE NAME OF
"RESPONSYS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2011, AT 6:27 O'CLOCK
P.M.


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

4867162 8100M

110360291



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8660769

DATE: 03-30-11

TRADEMARK
REEL: 004531 FRAME: 0457

**CERTIFICATE OF MERGER OF
RESPNSYS, INC., a California corporation
WITH AND INTO
RESPNSYS, INC., a Delaware corporation**

Pursuant to Section 252(c) of the
General Corporation Law of the State of Delaware

Responsys, Inc., a Delaware corporation ("**Responsys Delaware**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of Responsys, Inc., a California corporation ("**Responsys California**"), with and into Responsys Delaware, with Responsys Delaware remaining as the surviving corporation of the Merger (the "**Surviving Corporation**"):

- FIRST:** Responsys Delaware is incorporated pursuant to the General Corporation Law of the State of Delaware ("**DGCL**"). Responsys California is incorporated pursuant to the General Corporation Law of the State of California. Responsys Delaware and Responsys California are the constituent corporations in the Merger.
- SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Responsys Delaware and Responsys California in accordance with the provisions of subsection (c) of Section 252 of the DGCL.
- THIRD:** The name of the Surviving Corporation shall be Responsys, Inc.
- FOURTH:** Upon the effectiveness of the Merger, the certificate of incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as set forth in the Restated Certificate of Incorporation attached hereto as **Exhibit A**.
- FIFTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of Responsys Delaware, the Surviving Corporation, 900 Cherry Avenue, 5th Floor, San Bruno, California 94066, United States of America.
- SIXTH:** A copy of the executed Agreement and Plan of Merger will be furnished by Responsys Delaware, the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger
- SEVENTH:** The authorized capital stock of Responsys California is 250,000,000 shares of Common Stock, par value \$0.0001 per share, and 154,918,799 shares of Preferred Stock, par value \$0.0001 per share.
- EIGHTH:** The Surviving Corporation is a corporation formed and existing under the laws of Delaware.
- NINTH:** This Certificate of Merger shall become effective upon filing.

IN WITNESS WHEREOF, Responsys Delaware has caused this Certificate of Merger to be executed by its duly authorized officers as the 30th day of March, 2011.

RESPONSYS, INC.

By: /s/ Daniel Springer
Daniel Springer, Chief Executive Officer

By: /s/ Julian Ong
Julian Ong, Secretary