

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GSI Commerce Solutions, Inc.		10/03/2011	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ShopRunner, Inc.		
<b>Street Address:</b>	2701 Renaissance Blvd.		
<b>Internal Address:</b>	4th Floor		
<b>City:</b>	King of Prussia		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	19406		
<b>Entity Type:</b>	CORPORATION: PENNSYLVANIA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85145918	SHOP RUNNER	
<b>Registration Number:</b>	3932196	SHOPRUNNER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)832-5767		
<b>Phone:</b>	215-569-5767		
<b>Email:</b>	perry@blankrome.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	David M. Perry		
<b>Address Line 1:</b>	One Logan Square		
<b>Address Line 2:</b>	8th Floor		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103-6998		
<b>ATTORNEY DOCKET NUMBER:</b>	136805-00101		
<b>NAME OF SUBMITTER:</b>	David M. Perry		

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**900203927**

**TRADEMARK  
 REEL: 004636 FRAME: 0742**

Signature:	/David M. Perry/
Date:	10/06/2011
Total Attachments: 1 source=GSI to Shoprunner Assignment#page1.tif	

**ASSIGNMENT OF SERVICE MARK, SERVICE MARK REGISTRATION AND  
SERVICE MARK APPLICATIONS**

This Assignment is made effective on the date of the signature provided below, by and between GSI Commerce Solutions, Inc., a Pennsylvania corporation with an address of 935 First Avenue, King of Prussia, Pennsylvania 19406 ("ASSIGNOR"), and ShopRunner, Inc., a Pennsylvania corporation with an address of 2701 Renaissance Boulevard, 4th Floor, King of Prussia, Pennsylvania 19406 ("ASSIGNEE").

**WHEREAS**, ASSIGNOR has adopted the service marks SHOPRUNNER (U.S. Reg. No. 3,932,196); DEALRUNNER (U.S. Serial No. 85/111,291); and SHOPRUNNER and Design (U.S. Serial No. 85/145,918) (the "Service Marks"), for which ASSIGNOR owns common law rights and all rights in and to the registration and applications in the United States Patent and Trademark Office;

**WHEREAS**, ASSIGNEE, as successor to the business of ASSIGNOR, or portion thereof, to which the Service Marks pertain, is desirous of acquiring said Service Marks and any and all applications and registrations therefor, now or in the future;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, ASSIGNOR does hereby assign, sell and transfer to ASSIGNEE, its successors and assigns, all of its rights, title, and interests in and to the Service Marks, together with the goodwill of the business symbolized by and associated with said Service Marks and the applications and registration therefor.

**IN TESTIMONY WHEREOF**, ASSIGNOR has executed this Assignment by a duly authorized officer.

GSI Commerce Solutions, Inc.

By: \_\_\_\_\_

Title: V.P. AND ASSOC. GENERAL COUNSEL

Dated: 10/3/11