

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	MERGER														
EFFECTIVE DATE:	05/18/2012														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Demandforce, Inc.</td> <td></td> <td>05/18/2012</td> <td>CORPORATION: CALIFORNIA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Demandforce, Inc.		05/18/2012	CORPORATION: CALIFORNIA				
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<table border="1"> <tr> <td>Name:</td> <td>Demandforce, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>22 4th Street, 12th Floor</td> </tr> <tr> <td>City:</td> <td>San Francisco</td> </tr> <tr> <td>State/Country:</td> <td>CALIFORNIA</td> </tr> <tr> <td>Postal Code:</td> <td>94103</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: CALIFORNIA</td> </tr> </table>				Name:	Demandforce, Inc.	Street Address:	22 4th Street, 12th Floor	City:	San Francisco	State/Country:	CALIFORNIA	Postal Code:	94103	Entity Type:	CORPORATION: CALIFORNIA
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PROPERTY NUMBERS Total: 3															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Serial Number:</td> <td>85421316</td> <td>DEMANDFORCE</td> </tr> <tr> <td>Registration Number:</td> <td>3046867</td> <td>GROWTH. ON DEMAND.</td> </tr> <tr> <td>Serial Number:</td> <td>85421323</td> <td>OPEN VISIT</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Serial Number:	85421316	DEMANDFORCE	Registration Number:	3046867	GROWTH. ON DEMAND.	Serial Number:	85421323	OPEN VISIT
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CORRESPONDENCE DATA															
<p>Fax Number: 6509385200</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 650-988-8500</p> <p>Email: trademarks@fenwick.com</p> <p>Correspondent Name: Linda G. Henry, Esq., Fenwick & West LLP</p> <p>Address Line 1: 801 California Street,</p> <p>Address Line 2: Silicon Valley Center</p> <p>Address Line 4: Mountain View, CALIFORNIA 94041</p>															
ATTORNEY DOCKET NUMBER:	20797-00072-1354														

CH \$90.00 85421316

NAME OF SUBMITTER:	Linda G. Henry, Esq.
Signature:	/lgh/
Date:	06/11/2012
<p>Total Attachments: 15 source=Merger Agmt#page1.tif source=Merger Agmt#page2.tif source=Merger Agmt#page3.tif source=Merger Agmt#page4.tif source=Merger Agmt#page5.tif source=Merger Agmt#page6.tif source=Merger Agmt#page7.tif source=Merger Agmt#page8.tif source=Merger Agmt#page9.tif source=Merger Agmt#page10.tif source=Merger Agmt#page11.tif source=Merger Agmt#page12.tif source=Merger Agmt#page13.tif source=Merger Agmt#page14.tif source=Merger Agmt#page15.tif</p>	

AGREEMENT OF MERGER

MAY 18 2012

This Agreement of Merger (this "Agreement"), is made and entered into as of May 18, 2012 by and between Demandforce, Inc., a California corporation (the "Company") and Diamond Merger Sub, Inc., a California corporation (the "Merger Sub" and, together with the Company, the "Constituent Corporations").

RECITALS

A. The Company and Merger Sub, among others, have entered into that certain Agreement and Plan of Merger dated as of April 26, 2012 (the "Merger Agreement"), providing, among other things, for the execution and filing of this Agreement and the merger of Merger Sub with and into the Company upon the terms set forth in the Merger Agreement (the "Merger").

B. The respective Boards of Directors of each of the Constituent Corporations deem it advisable and in the best interests of each of such corporations and their respective shareholders that Merger Sub be merged with and into the Company and have approved the Merger Agreement and the Merger.

C. The principal terms of the Merger have been approved by the required vote of the holders of the outstanding capital stock of the Company and by the sole shareholder of Merger Sub in accordance with Section 1201 of the California Corporations Code (the "CCC").

D. The terms not defined herein shall have the meanings set forth in the Merger Agreement.

E. NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, each of the Constituent Corporations hereby agrees that Merger Sub shall be merged with and into the Company in accordance with the provisions of the laws of the State of California, upon the terms and subject to the conditions set forth as follows:

ARTICLE I.

THE CONSTITUENT CORPORATIONS

1.1. Company. The Company was incorporated under the laws of the State of California. The authorized capital stock of the Company consists of 36,000,000 shares of Company Common Stock and 7,350,138 shares of Company Preferred Stock, of which 3,571,422 is designated as Series A Preferred Stock, 772,116 is designated as Series B Preferred Stock and 3,006,600 is designated as Series C Preferred Stock. As of the date of this Agreement, there are outstanding 20,086,502 shares of Company Common Stock, 3,571,422 shares of Series A Preferred Stock, 772,116 shares of Series B Preferred Stock and 3,006,600 shares of Series C Preferred Stock.

1.2. Merger Sub. Merger Sub was incorporated under the laws of the State of California. The authorized capital stock of Merger Sub consists of 1,000 shares of common stock, no par value (the "Merger Sub Common Stock"), all of which have been issued and are outstanding.

ARTICLE II.

THE MERGER

2.1. Surviving Corporation. At the Effective Time (as defined in Section 2.2 below) and upon the terms of this Agreement and the applicable provisions of the CCC, Merger Sub shall be merged with and into the Company, the separate corporate existence of Merger Sub shall cease and the Company shall continue as the surviving corporation. The surviving corporation after the Merger is hereinafter sometimes referred to as the "Surviving Corporation".

2.2. Filing and Effectiveness. The Merger shall become effective upon filing this Agreement with the Secretary of State of the State of California. The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Time".

2.3. Effect of the Merger. The Merger shall have the effects set forth in the Merger Agreement and in the applicable provisions of the CCC.

2.4. Articles of Incorporation. The Company's articles of incorporation shall be amended and restated as of the Effective Time in accordance with the relevant provisions of the CCC to read in their entirety as set forth on Exhibit A hereto (the "Amended and Restated Articles of Incorporation") and, as so amended, such Amended and Restated Articles of Incorporation shall be the articles of incorporation of the Surviving Corporation until thereafter changed or amended in accordance with the terms and conditions stated therein or under applicable law.

2.5. Effect of Merger on the Capital Stock of the Constituent Corporations.

At the Effective Time, by virtue of the Merger and without any further action on the part of Parent, Merger Sub, the Company or any shareholder of the Company:

(a) Except as set forth in Section 2.5(b), each share of Company Capital Stock outstanding immediately prior to the Effective Time shall be converted into the right to receive an amount of cash, without interest, equal to \$13.73651, pursuant to the terms and subject to the conditions of the Merger Agreement.

(b) Each share of Company Capital Stock held by the Company, Merger Sub or Parent or any direct or indirect wholly-owned subsidiary of Parent immediately prior to the Effective Time shall be canceled and extinguished without consideration.

(c) Each share of Merger Sub Common Stock outstanding immediately prior to the Effective Time shall be converted into, and exchanged for, one newly and validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation. Each certificate

evidencing ownership of shares of Merger Sub Common Stock shall evidence ownership of such shares of capital stock of the Surviving Corporation.

ARTICLE III.

CERTAIN DEFINITIONS

3.1. Definitions. For the purposes of this Agreement:

"Company Capital Stock" means collectively, the Company Common Stock and the Company Preferred Stock.

"Company Common Stock" means the Company's common stock, no par value.

"Company Preferred Stock" means the Preferred Stock, no par value, of the Company, consisting of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock.

ARTICLE IV.

MISCELLANEOUS

4.1. Amendment. This Agreement may be amended by the parties hereto at any time before or after approval hereof by the shareholders of either Merger Sub or the Company, but, after any such approval, no amendment will be made which, under the applicable provisions of California law, requires the further approval of shareholders without obtaining such further approval. This Agreement shall not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

4.2. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one agreement.

4.3. Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of California.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.

DEMANDFORCE, INC.,
a California corporation

By: 
Name: Patrick Barry
Title: Vice President

By: _____
Name: Richard Berry
Title: Secretary

DIAMOND MERGER SUB, INC.,
a California corporation

By: _____
Name: Andrew Westergren
Title: Vice President

By: _____
Name: Kerry McLean
Title: Secretary

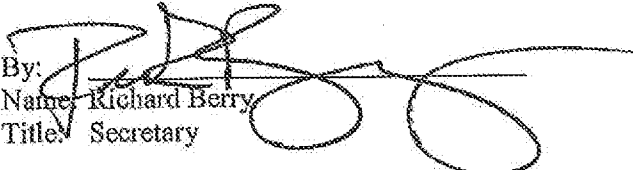
SIGNATURE PAGE TO AGREEMENT OF MERGER

TRADEMARK
REEL: 004799 FRAME: 0347

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.

DEMANDFORCE, INC.,
a California corporation

By: _____
Name: Patrick Barry
Title: Vice President

By: 
Name: Richard Berry
Title: Secretary

DIAMOND MERGER SUB, INC.,
a California corporation

By: _____
Name: Andrew Westergren
Title: Vice President

By: _____
Name: Kerry McLean
Title: Secretary

SIGNATURE PAGE TO AGREEMENT OF MERGER

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DEMANDFORCE, INC.,
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By: _____
Name: Patrick Barry
Title: Vice President

By: _____
Name: Richard Berry
Title: Secretary

DIAMOND MERGER SUB, INC.,
a California corporation

By: Andrew Westergren
Name: Andrew Westergren
Title: Vice President

By: _____
Name: Kerry McLean
Title: Secretary

SIGNATURE PAGE TO AGREEMENT OF MERGER

TRADEMARK
REEL: 004799 FRAME: 0349

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.

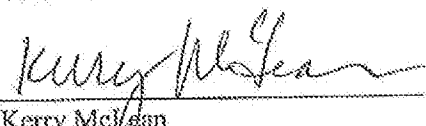
DEMANDFORCE, INC.,
a California corporation

By: _____
Name: Patrick Barry
Title: Vice President

By: _____
Name: Richard Berry
Title: Secretary

DIAMOND MERGER SUB, INC.,
a California corporation

By: _____
Name: Andrew Westergren
Title: Vice President

By: 
Name: Kerry McLean
Title: Secretary

SIGNATURE PAGE TO AGREEMENT OF MERGER

Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DEMANDFORCE, INC.

I

The name of this corporation is Demandforce, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This corporation is authorized to issue one class of shares of stock, to be designated Common Stock, and the total number of shares which this corporation is authorized to issue is one thousand (1,000).

IV

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, votes of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this corporation and its shareholders.

Any repeal or modification of the foregoing provisions of this Article IV shall not adversely affect any right or protection of an agent of this corporation relating to acts or omissions occurring prior to such repeal or modification.

DEMANDFORCE, INC.

OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

The undersigned, Patrick Barry and Richard Berry, do hereby certify that:

1. They are the Vice President and Secretary, respectively, of Demandforce, Inc., a California corporation (the "Company").

2. The principal terms of the Agreement of Merger, in the form attached to this Certificate (the "Agreement of Merger"), providing for the merger (the "Merger") of Diamond Merger Sub, Inc., a California corporation, with and into the Company, were duly approved by the Board of Directors and shareholders of the Company.

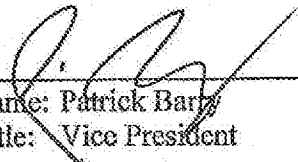
3. The total number of outstanding shares of each class of stock of the Company entitled to vote upon the Merger consists of (i) 17,782,200 shares of Company Common Stock (as defined in the Agreement of Merger) and (ii) 7,350,138 shares of Company Preferred Stock (as defined in the Agreement of Merger), consisting of 3,571,422 shares of Series A Preferred Stock, 772,116 shares of Series B Preferred Stock and 3,006,600 shares of Series C Preferred Stock.

4. The principal terms of the Agreement of Merger in the form attached were approved by the Company by a vote of a number of shares of each class which equaled or exceeded the vote required, which was (i) a majority of the votes represented by all outstanding shares of the Company Common Stock voting as a separate class, (ii) a majority of the votes represented by all outstanding shares of the Company Preferred Stock voting as a separate class and (iii) a majority of the votes represented by all outstanding shares of the Company Common Stock and all outstanding shares of the Company Preferred Stock voting together as a single class.

[Signature Page Follows]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 18, 2012


Name: Patrick Barry
Title: Vice President

Name: Richard Berry
Title: Secretary

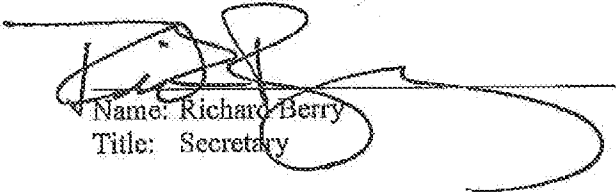
SIGNATURE PAGE TO
DEMANDFORCE, INC. OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

TRADEMARK
REEL: 004799 FRAME: 0353

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 18, 2012

Name: Patrick Barry
Title: Vice President


Name: Richard Berry
Title: Secretary

SIGNATURE PAGE TO
DEMANDFORCE, INC. OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

TRADEMARK
REEL: 004799 FRAME: 0354

DIAMOND MERGER SUB, INC.

OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

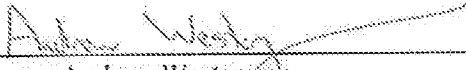
The undersigned, Andrew Westergren and Kerry McLean, do hereby certify that:

1. They are the Vice President and Secretary, respectively, of Diamond Merger Sub, Inc., a California corporation ("Merger Sub").
2. The principal terms of the Agreement of Merger, in the form attached to this Certificate (the "Agreement of Merger"), providing for the merger (the "Merger") of Merger Sub with and into Demandforce, Inc., a California corporation, were duly approved by the Board of Directors and by the sole shareholder of Merger Sub.
3. The total number of outstanding shares of stock of Merger Sub entitled to vote on the Merger was 1000 shares of common stock, no par value, of Merger Sub (the "Merger Sub Common Stock"), which then constituted the only class of stock of Merger Sub entitled to vote on the Merger and all of the issued and outstanding stock of Merger Sub.
4. The principal terms of the Agreement of Merger in the form attached were approved by Merger Sub by a vote of a number of shares of each class which equaled or exceeded the vote required, which was a majority of the votes represented by all outstanding shares of Merger Sub Common Stock voting as a separate class.

[Signature Page Follows]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 18, 2012


Name: Andrew Westergren
Title: Vice President

Name: Kerry McLean
Title: Secretary


SIGNATURE PAGE TO
DIAMOND MERGER SUB, INC. OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

TRADEMARK
REEL: 004799 FRAME: 0356

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 18, 2012

Name: Andrew Westergren
Title: Vice President



Name: Kerry McLean
Title: Secretary

SIGNATURE PAGE TO
DIAMOND MERGER SUB, INC. OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

TRADEMARK
REEL: 004799 FRAME: 0357



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAY 18 2012

Date: _____

Handwritten signature of Debra Bowen in cursive.

DEBRA BOWEN, Secretary of State

TRADEMARK

RECORDED: 06/11/2012

REEL: 004799 FRAME: 0358