

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Second Porch, Inc.		12/21/2011
			Entity Type
			CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	HomeAway.com, Inc.		
Street Address:	1011 W. Fifth Street		
Internal Address:	Suite 300		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78703		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Serial Number:	77763917	SECOND PORCH
	Registration Number:	3739848	SECOND PORCH
CORRESPONDENCE DATA			
Fax Number:	6505669922		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(650) 566-9912		
Email:	filing@kokkalaw.com		
Correspondent Name:	KOKKA & BACKUS, PC		
Address Line 1:	Attn.: Hye lhn Rhee		
Address Line 2:	703 High Street		
Address Line 4:	Palo Alto, CALIFORNIA 94301		
ATTORNEY DOCKET NUMBER:	HOM-130TM		

OP \$65.00 77763917

NAME OF SUBMITTER:	Hye Ihn Rhee
Signature:	/Hye Ihn Rhee/
Date:	06/28/2012
Total Attachments: 3 source=HOM-130TM Articles of Merger#page1.tif source=HOM-130TM Articles of Merger#page2.tif source=HOM-130TM Articles of Merger#page3.tif	

612/40 \$ 275



Phone: (503) 986-2200
Fax: (503) 378-4381

Articles of Merger

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

Check the appropriate box below:

- MULTI ENTITY MERGER
(Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

FILED

DEC 27 2011

OREGON
SECRETARY OF STATE

SURVIVOR
REGISTRY NUMBER: 773590-90

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER

2) NAME AND TYPE OF THE SURVIVING ENTITY

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION HomeAway.com, Inc.

Oregon Registry Number 773590-90

6) NAME OF SUBSIDIARY CORPORATION Second Porch, Inc.

Oregon Registry Number 581474-98

7) NAME OF SURVIVING CORPORATION HomeAway.com, Inc.

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before 12/21/11
Date

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Signature

Printed Name

Carl Christophers

Title

Chief Strategy and Development Officer

11) CONTACT NAME (To resolve questions with this filing.)

HOMEAWAY.COM, INC.



77359090-13183419

MER

FEES

Required Processing Fee \$50 - Confirmation Copy (Optional) \$5
Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

American LegalNet, Inc.
www.USCourtForms.com

SECOND PORCH, INC.

PLAN OF MERGER

This Plan of Merger, pursuant to the provisions of Section 60.481 of the Oregon Revised Statutes, is entered into as of December 21, 2011 by and among Second Porch, Inc. (the "Company"), an Oregon corporation, and HomeAway.com, Inc., (the "Surviving Corporation"), a Delaware corporation.

RECITALS:

A. The Surviving Corporation is the sole shareholder of the Company.

B. By respective actions by written consent of the Board of Directors of Second Porch, Inc., and the sole shareholder of Second Porch, Inc., HomeAway.com, Inc., the entities have authorized the execution and delivery of this Plan of Merger and the consummation of the transactions contemplated hereby to effect the merger and consolidation of the Company with and into the Surviving Corporation.

AGREEMENT:

1. The Company.

<u>Name of Entity</u>	<u>Form of Entity</u>	<u>State Where Organized</u>
Second Porch, Inc.	Corporation	Oregon
HomeAway.com, Inc.	Corporation	Delaware

2. Equity Interests Outstanding. Surviving Corporation is the sole shareholder of the Company, owning 100% of the outstanding capital stock the Company.

3. Merger; Surviving Corporation. Upon the filing of a Certificate Merger with, and acceptance of such filing by, the Secretary of State of the State of Delaware, and the filing of Articles of Merger, and acceptance of such filing by, the Secretary of State of the State of Oregon, the Company shall be merged with and into the Surviving Corporation which shall be the surviving corporation (the "*Merger*"). The Merger will be effective on December 31, 2011 (the "*Effective Time*").

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not be amended in connection with the Merger.

5. Directors and Officers. The director and officers of the Surviving Corporation prior to the Merger shall continue to serve as the director and officers of Surviving Corporation from and after the Effective Time until their respective successors shall have been duly elected and appointed, or earlier, upon their respective death, resignation or removal.

6. Effect of Merger on Merging Entities. At the Effective Time, the Company shall be merged into the Surviving Corporation and the separate existence of the Company shall cease.

7. Effect of Merger on Surviving Corporation. At the Effective Time, Surviving Corporation shall continue in existence and, without further transfer, shall succeed to and possess all of the rights, privileges, and powers of the Company, all real, personal, and mixed property, and all obligations due to the Company, as well as all other things and causes of action of the Company, and shall thereafter be the rights, privileges, powers and property of, and obligations due to, the Surviving Corporation.

8. Filing of Certificate of Merger with Delaware and Oregon Secretary of State. The Surviving Corporation shall file or cause to be filed a Certificate of Merger with the Secretary of State of the State of Delaware, which shall be effective on December 31, 2011 (whether in fact certified by the Secretary of State of the State of Delaware prior to or subsequent to the Effective Time). The Surviving Corporation shall also file or cause to be filed Articles of Merger with the Secretary of State of the State of Delaware, which shall be effective on December 31, 2011 (whether in fact certified by the Secretary of State of the State of Oregon prior to or subsequent to the Effective Time).

9. Mailing of this Plan of Merger. A copy of this Plan of Merger has been delivered to the sole shareholder of the Company on December 21, 2011.

10. Governing Law; Counterparts. This Plan of Merger shall be governed by the laws of the State of Texas. This Plan of Merger may be executed in counterparts, all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of this 21st day of December, 2011.

SECOND PORCH, INC.

By: /s/ CARL SHEPHERD

Carl Shepherd, Chief Strategy &
Development Officer

HOMEAWAY.COM, INC.

By: /s/ CARL SHEPHERD

Carl Shepherd, Chief Strategy &
Development Officer