

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/19/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Xoom Corporation		11/19/2012
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Xoom Corporation		
Street Address:	100 Bush Street, Suite 300		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94014		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 10			
	Property Type	Number	Word Mark
	Serial Number:	85707019	BANK TO BANK ULTRA
	Serial Number:	85707023	CUENTA A CUENTA ULTRA
	Serial Number:	85578872	X
	Serial Number:	85707015	XOOM ULTRA
	Registration Number:	4232741	STOP WAITING IN LINE. XOOM IT ONLINE.
	Registration Number:	2957181	THE SMARTER WAY TO SEND MONEY
	Registration Number:	4226418	XOOM
	Registration Number:	4012377	XOOM
	Registration Number:	2909931	XOOM
	Registration Number:	4232742	XOOM IT ONLINE
CORRESPONDENCE DATA			
Fax Number:	4154421001		

CH \$265.00 85707019

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (415) 442-1326
Email: ralpert@morganlewis.com, patricia.marquez@morganlewis.com,
sftrademarks@morganlewis.com
Correspondent Name: Rochelle D. Alpert
Address Line 1: One Market, Spear Street Tower
Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	061415.2000
NAME OF SUBMITTER:	Rochelle D. Alpert
Signature:	/rda/
Date:	01/09/2013

Total Attachments: 4

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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:

"XOOM CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "XOOM CORPORATION" UNDER THE NAME OF "XOOM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF NOVEMBER, A.D. 2012, AT 7:28 O'CLOCK P.M.

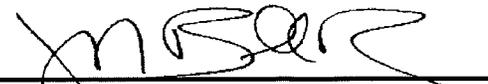
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5173587 8100M

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0003597

DATE: 11-21-12

TRADEMARK
REEL: 004939 FRAME: 0618

**CERTIFICATE OF MERGER
OF
XOOM CORPORATION, A CALIFORNIA CORPORATION
with and into
XOOM CORPORATION, A DELAWARE CORPORATION
Under Section 252 of the General Corporation Law of the State of Delaware**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, as amended, Xoom Corporation, a Delaware corporation ("*Xoom Delaware*"), hereby certifies to the following information relating to the merger of Xoom Corporation, a California corporation ("*Xoom California*"), with and into Xoom Delaware (the "*Merger*").

1. The name and the state of incorporation of each of the constituent corporations in the Merger are:
 - a) Xoom Corporation, a California corporation; and
 - b) Xoom Corporation, a Delaware corporation.
2. An agreement and plan of merger, dated as of November 19, 2012 by and between Xoom California and Xoom Delaware ("*Merger Agreement*"), setting forth the terms and conditions of such Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The surviving corporation is Xoom Delaware. The name of the surviving corporation is: Xoom Corporation ("*Surviving Corporation*").
4. The Amended and Restated Certificate of Incorporation of Xoom Delaware, as it is set forth on Exhibit A hereto, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter may be amended in accordance with its terms and as provided by law.
5. An executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 100 Bush Street, Suite 300, San Francisco, California 94104.
6. A copy of the Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Xoom California or Xoom Delaware.

7. The authorized capital stock of Xoom California immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware is 135,000,000 shares of Common Stock, and 86,726,665 shares of Preferred Stock, 181,722 shares of which are designated as "**Series A Preferred Stock**," 10,411,625 shares of which are designated as "**Series B Preferred Stock**," 13,650,896 shares of which are designated as "**Series C Preferred Stock**," 5,682,948 shares of which are designated as "**Series C-1 Preferred Stock**," 17,062,711 shares of which are designated as "**Series D Preferred Stock**," 18,436,763 shares of which are designated as "**Series E Preferred Stock**," and 21,300,000 shares of which are designated as "**Series F Preferred Stock**."

