

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HelpUDeliver		01/22/2013	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	GrubHub, Inc.		
Street Address:	111 W. Washingto St., Suite 2100		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60602		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85727875	TRACK YOUR GRUB	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	773-756-1588		
Email:	legal@grubhub.com		
Correspondent Name:	Ethel Spyratos		
Address Line 1:	111 W. Washingto St., Suite 2100		
Address Line 4:	CHICAGO, ILLINOIS 60602		
NAME OF SUBMITTER:	Michael Evans		
Signature:	/MichaelEvans/		
Date:	01/22/2013		
Total Attachments: 2 source=DOC#page1.tif source=DOC#page2.tif			

OP \$40.00 85727875

Business and Trademark Assignment

This assignment ("Assignment") memorializes the Assignment from HelpUDeliver, LLC, a Delaware corporation ("ASSIGNOR"), a wholly owned subsidiary of GrubHub, Inc., to its parent company, GrubHub, Inc., a Delaware corporation ("ASSIGNEE"):

WHEREAS, ASSIGNOR desires to convey, transfer, assign, and deliver its business interests and intellectual property rights in the restaurant order monitoring feature called TRACK YOUR GRUB to the ASSIGNEE.

WHEREAS, ASSIGNEE is the parent company of the ASSIGNOR.

WHEREAS, ASSIGNOR is the legal owner of the trademark ("the Mark") as described in Exhibit A, attached hereto and incorporated by reference herein, together with the goodwill of the business symbolized thereby in connection with the goods on which the Mark are used (the "Products").

WHEREAS, ASSIGNOR desires to convey, transfer, assign, delivery, and contribute to ASSIGNEE all of its rights, titles, interest in and to the Mark.

NOW, THEREFORE, in receipt of good and valuable consideration, ASSIGNOR hereby documents the conveyance, transfer, assignment, delivery, and contribution to ASSIGNEE all of ASSIGNOR'S rights, titles, and interest of whatever kind in and to the Mark, together with (1) the goodwill of the business relating to the Products in respect upon which the Mark are used and for which they are registered; (2) all income, royalties, and damages hereafter due or payable to ASSIGNOR with respect to the Mark, including without limitation, damages, and payments for past or future infringements and misappropriations of the Mark; and (3) all rights to sue for past, present, and future infringements or misappropriations of the Mark.

ASSIGNOR further covenants that it will execute all documents, papers, forms, and authorizations and take all other actions that may be necessary for securing, completing, or vesting in ASSIGNEE full right, title, and interest in the Mark, all at the cost and expense of the Assignee.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have duly executed under seal and delivered this Assignment, as of the day and year first above written.

ASSIGNOR
HelpUDeliver, LLC
By: Ethel Spyrtos
Title: Authorized Person



1-22-2013

ASSIGNEE
GrubHub, Inc.
By: Michael Evans
Title: President



1-22-2013

EXHIBIT A

TRADEMARK

MARK	SERIAL NUMBER	REGISTRATION NUMBER	FILING DATE	REGISTRATION DATE	CLASS
TRACK YOUR GRUB	85-727,875	NA	9-13- 2012		09, 35, 42