

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WhaleShark Media, Inc		03/08/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	RetailMeNot, Inc.
Street Address:	301 Congress Ave
Internal Address:	Suite 700
City:	Austin
State/Country:	TEXAS
Postal Code:	78701
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	85057907	GAGGLE OF CHICKS
Serial Number:	85707022	SCORE THE SAVINGS YOU WANT
Serial Number:	85712672	RETAILMENOT
Serial Number:	85743550	OCTONOVEMCEMBER
Serial Number:	85712793	RETAILMENOT
Serial Number:	85712741	RETAILMENOT
Serial Number:	85712719	RETAILMENOT
Serial Number:	85712697	RETAILMENOT
Serial Number:	85744967	SAVE WHEN YOU WANT, WHERE YOU WANT
Serial Number:	85712812	R
Serial Number:	85707007	SAVE WHEN YOU WANT, WHERE YOU WANT
Serial Number:	85703571	WHALESHARK MEDIA
Serial Number:	85743568	PUMPKIN-HEADED TURKEY CLAUS

OP \$390.00 85057907

Serial Number:	85743963	
Serial Number:	77814559	RETAILMENOT

CORRESPONDENCE DATA

Fax Number: 8004043970
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2062046200
Email: docketing@bgllp.com
Correspondent Name: Matt Schneller
Address Line 1: 701 Fifth Avenue
Address Line 2: Suite 6200
Address Line 4: Seattle, WASHINGTON 98104

ATTORNEY DOCKET NUMBER:	086703-16
NAME OF SUBMITTER:	Matt Schneller
Signature:	/Matt Schneller/
Date:	03/08/2013

Total Attachments: 2
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source=WhaleShark to RetailMeNot name change#page2.tif

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 AMENDMENT OF "WHALESHARK MEDIA, INC.", CHANGING ITS NAME FROM "WHALESHARK MEDIA, INC." TO "RETAILMENOT, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 2013, AT 10:37 O'CLOCK A.M.


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

4424140 8100

130291455

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0268727

DATE: 03-08-13

TRADEMARK
REEL: 004978 FRAME: 0760

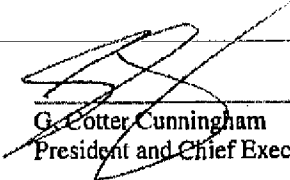
**SECOND CERTIFICATE OF AMENDMENT
TO THE
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WHALESHARK MEDIA, INC.
a Delaware Corporation**

WhaleShark Media, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), **HEREBY CERTIFIES:**

1. The name of the Corporation is WhaleShark Media, Inc., and the Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware on September 17, 2007 under the name "smallponds, Inc."
2. The Board of Directors duly adopted resolutions proposing to amend the Corporation's Fifth Amended and Restated Certificate of Incorporation, as amended (the "*Certificate*"), as follows, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the Corporation's stockholders.
3. The following amendments were duly adopted and approved in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware by the written consent of the required percentage of stockholders of the Corporation on the 4th day of March, 2013.
4. Article FIRST of the Certificate is hereby amended and restated in its entirety as follows:

"FIRST: The name of this Corporation is RetailMeNot, Inc. (the "*Corporation*")."
5. This amendment to the Certificate shall be effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned officer has executed this Second Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation of WhaleShark Media, Inc. this 8th day of March, 2013.


G. Cotter Cunningham
President and Chief Executive Officer

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