

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 11/05/2013 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------|----------|----------------|---------------------------|
| ShopRunner, Inc. | | 11/05/2013 | CORPORATION: PENNSYLVANIA |

RECEIVING PARTY DATA

| | |
|------------------------|------------------------------------|
| Name: | ShopRunner, Inc. |
| Street Address: | 100 S. Ellsworth Avenue, 9th Floor |
| City: | San Mateo |
| State/Country: | CALIFORNIA |
| Postal Code: | 94401 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 12

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------------|
| Serial Number: | 85145918 | SHOP RUNNER |
| Serial Number: | 85675444 | SHOPRUNNER CENTRAL |
| Serial Number: | 85389501 | CALLRUNNER |
| Serial Number: | 85389500 | STORERUNNER |
| Serial Number: | 85389493 | LINKRUNNER |
| Serial Number: | 85389489 | CARTRUNNER |
| Serial Number: | 85389487 | PAYRUNNER |
| Serial Number: | 85490273 | RETURNRUNNER |
| Registration Number: | 4336273 | SHOPRUNNER PICKUP POINTS |
| Registration Number: | 4297817 | |
| Registration Number: | 4094723 | SHOP RUNNER |
| Registration Number: | 3932196 | SHOPRUNNER |

CORRESPONDENCE DATA **TRADEMARK**

CH \$315.00 85145918

Fax Number: 2027393001

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

Phone: 202-739-3000

Email: jennifer.evans@morganlewis.com

Correspondent Name: Morgan, Lewis & Bockius LLP

Address Line 1: 1111 Pennsylvania Avenue, NW

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 011558-0009 |
| NAME OF SUBMITTER: | Jennifer C. Evans |
| Signature: | /jce/ |
| Date: | 12/30/2013 |

Total Attachments: 3

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Delaware

PAGE 1

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:


"SHOPRUNNER, INC.", A PENNSYLVANIA CORPORATION,
WITH AND INTO "SHOPRUNNER, INC." UNDER THE NAME OF
"SHOPRUNNER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 2013, AT 2:59 O'CLOCK
P.M.

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

5423005 8100M

131272932




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0869995

DATE: 11-05-13

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

TRADEMARK
REEL: 005183 FRAME: 0714

**CERTIFICATE OF MERGER
for the merger of**

**SHOPRUNNER, INC., A PENNSYLVANIA CORPORATION
into
SHOPRUNNER, INC., A DELAWARE CORPORATION**

**Pursuant to Section 252(c) of the
Delaware General Corporation Law**

ShopRunner, Inc., a Delaware corporation ("SR DE"), which desires to merge ShopRunner, Inc., a Pennsylvania corporation ("SR PA"), with and into itself pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), hereby certifies as follows:

First: The names and states of incorporation of the constituent corporations in the merger (the "Constituent Corporations") are as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|------------------|-------------------------------|
| ShopRunner, Inc. | Delaware |
| ShopRunner, Inc. | Pennsylvania |

Second: An Agreement and Plan of Merger dated as of November 5, 2013 by and between the Constituent Corporations (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the DGCL.

Third: That the name of the corporation surviving the merger is ShopRunner, Inc., a Delaware corporation (the "Surviving Corporation").

Fourth: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of SR DE as in effect prior to the merger.

Fifth: The executed Merger Agreement is on file at an office of the Surviving Corporation. The address of such office is 100 S. Ellsworth Avenue, 9th Floor, San Mateo, California 94401. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

Sixth: The authorized capital stock of SR PA consists of 243,505,555 shares of Common Stock, no par value per share.

Seventh: That this Certificate of Merger shall be effective at such time as the Certificate of Merger is filed with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 252(c) of the DGCL.

[Signature Page Follows]

IN WITNESS WHEREOF, ShopRunner, Inc., a Delaware Corporation, has caused this Certificate of Merger to be executed by its duly authorized officer this 5th day of November, 2013.

SHOPRUNNER, INC., A DELAWARE CORPORATION

By: Scott Simmons
Name: Scott Simmons
Title: COO + CFO

[Signature Page to DE Certificate of Merger – ShopRunner Reincorporation]