

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/21/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMBER ROAD, INC.		01/17/2014	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	AMBER ROAD, INC.
Street Address:	One Meadowlands Plaza
City:	East Rutherford
State/Country:	NEW JERSEY
Postal Code:	07073
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	4090037	GLOBAL KNOWLEDGE
Registration Number:	2935668	POWERING GLOBAL TRADE
Registration Number:	4239095	
Registration Number:	4238691	AMBER ROAD

CORRESPONDENCE DATA

Fax Number: 9142880023
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 914.288.0022
 Email: tmdocket@leasonellis.com
 Correspondent Name: Leason Ellis LLP
 Address Line 1: One Barker Avenue, Fifth Floor
 Address Line 4: White Plains, NEW YORK 10601

OP \$115.00 4090037

ATTORNEY DOCKET NUMBER:	08020/808000-000
NAME OF SUBMITTER:	Michelle Dorman
Signature:	/Michelle Dorman/
Date:	02/20/2014
Total Attachments: 4 source=AMBER ROAD INC DE - CERTIFICATE OF MERGER (1)#page1.tif source=AMBER ROAD INC DE - CERTIFICATE OF MERGER (1)#page2.tif source=AMBER ROAD INC DE - CERTIFICATE OF MERGER (1)#page3.tif source=AMBER ROAD INC DE - CERTIFICATE OF MERGER (1)#page4.tif	

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:

"AMBER ROAD, INC.", A NEW JERSEY CORPORATION,
WITH AND INTO "AMBER ROAD, INC." UNDER THE NAME OF "AMBER ROAD, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JANUARY, A.D. 2014, AT 10:52 O'CLOCK A.M.

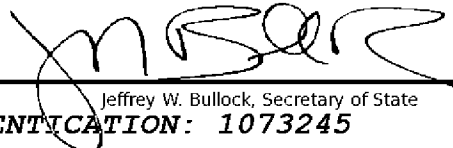
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5009194 8100M

140069340



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1073245

DATE: 01-21-14

TRADEMARK
REEL: 005219 FRAME: 0936

CERTIFICATE OF MERGER

FOR

MERGER OF

AMBER ROAD, INC.
(A NEW JERSEY CORPORATION)

INTO

AMBER ROAD, INC.
(A DELAWARE CORPORATION)

The undersigned corporation, Amber Road, Inc., a Delaware corporation ("Amber Road Delaware"), which is the surviving corporation in the merger described herein, hereby states as follows:

1. The name and state of incorporation of each of the constituent merging corporations are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Amber Road, Inc.	Delaware
Amber Road, Inc.	New Jersey

2. An Agreement and Plan of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger is Amber Road, Inc., a Delaware corporation.

4. The amended and restated certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

5. The executed Agreement is on file at the principal place of business of Amber Road Delaware, which is located at One Meadowlands Plaza, East Rutherford, New Jersey 07073.

6. A copy of the Agreement will be furnished by Amber Road Delaware, as the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capitalization of Amber Road, Inc., the non-surviving corporation in the merger, is Sixty One Million Two Hundred Eighty Four Thousand Seven Hundred Twenty (61,284,720) shares of capital stock, no par value, comprised of Thirty Eight Million One Hundred Thousand (38,100,000) shares of Common Stock, no par value per share; and Twenty Three Million One Hundred Eighty-Four Thousand Seven Hundred Twenty (23,184,720) shares of Preferred Stock, no par value per share, in the following series in the following authorized number of shares:

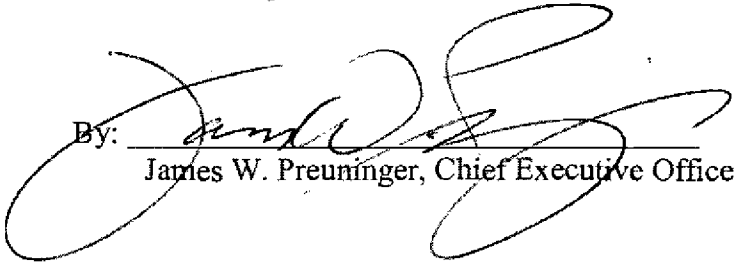
<u>Preferred Stock Series</u>	<u>Number of Shares</u>	<u>Par Value</u>
Series A Convertible Preferred Stock	6,725,000	No par value per share
Series B Convertible Preferred Stock	1,853,568	No par value per share
Series C Convertible Preferred Stock	5,227,761	No par value per share
Series D Convertible Preferred Stock	2,669,384	No par value per share
Series E Convertible Preferred Stock	6,709,007	No par value per share

8. This Certificate of Merger shall be effective upon the filing hereof.

[Signature Page Follows]

IN WITNESS WHEREOF, Amber Road, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer as of January 17, 2014.

AMBER ROAD, INC.,
a Delaware corporation

By: 
James W. Preuninger, Chief Executive Officer