

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM317768

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GrubHub Seamless Inc.		02/28/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GrubHub Inc.		
<b>Street Address:</b>	1065 Avenue of the Americas		
<b>Internal Address:</b>	Floor 15		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86173223	SEAMLESS PARTNERS WITH GRUBHUB	
<b>Serial Number:</b>	86071159	GRUBHUB SEAMLESS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2152799394		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Email:</b>	jordan.lavine@flastergreenberg.com		
<b>Correspondent Name:</b>	Jordan A. LaVine		
<b>Address Line 1:</b>	1600 JFK Blvd., 2nd Floor		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>NAME OF SUBMITTER:</b>	Jordan A. LaVine		
<b>SIGNATURE:</b>	/Jordan A. LaVine/		
<b>DATE SIGNED:</b>	09/23/2014		
<b>Total Attachments: 2</b>			
source=grubhub inc. assignment#page1.tif			
source=grubhub inc. assignment#page2.tif			

OP \$65.00 86173223

# 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 AMENDMENT OF "GRUBHUB SEAMLESS INC.", CHANGING ITS NAME FROM "GRUBHUB SEAMLESS INC." TO "GRUBHUB INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2014, AT 8:31 O'CLOCK A.M.

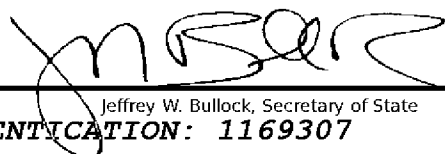
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5332928 8100

140263154



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1169307

DATE: 02-28-14

TRADEMARK  
REEL: 005367 FRAME: 0548

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
GRUBHUB SEAMLESS INC.**

(under Section 242 of the Delaware General Corporation Law)

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the undersigned, being an authorized officer of GrubHub Seamless Inc., a Delaware corporation (the "Company"), does hereby certify the following:

**FIRST:** The name of the Company is GrubHub Seamless Inc.

**SECOND:** The original Certificate of Incorporation of the Company was filed with the Secretary of State of Delaware on May 10, 2013 under the name of GrubHub Holdings Inc.

**THIRD:** The Certificate of Incorporation of the Company is hereby amended to change article FIRST thereof, relating to the name of the Company. Accordingly, article FIRST of the Certificate of Incorporation shall be amended to read in its entirety as follows:

**"FIRST:** The name of this corporation is GrubHub Inc."

**FOURTH:** This amendment to the Certificate of Incorporation of the Company was approved by the Board of Directors of the Company and by written consent of the stockholders.

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this Certificate this 28th day of February 2014.

GRUBHUB SEAMLESS INC.

By: /s/ Jonathan Zabusky  
Name: Jonathan Zabusky  
Title: President