

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM318807

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GrubHub, Inc.		02/28/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	GrubHub Holdings, Inc.		
Street Address:	1065 Avenue of the Americas		
Internal Address:	Floor 15		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86173223	SEAMLESS PARTNERS WITH GRUBHUB	
Serial Number:	86071159	GRUBHUB SEAMLESS	
CORRESPONDENCE DATA			
Fax Number:	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>			
Email:	jordan.lavine@flastergreenberg.com		
Correspondent Name:	Jordan A. LaVine		
Address Line 1:	1600 JFK Blvd., 2nd Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
NAME OF SUBMITTER:	Jordan A. LaVine		
SIGNATURE:	/Jordan A. LaVine/		
DATE SIGNED:	10/02/2014		
Total Attachments: 2			
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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 "GRUBHUB, INC.", CHANGING ITS NAME FROM "GRUBHUB, INC." TO "GRUBHUB HOLDINGS INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2014, AT 8:30 O'CLOCK A.M.

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

4429954 8100

140263117



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1169303

DATE: 02-28-14

TRADEMARK
REEL: 005373 FRAME: 0428

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GRUBHUB, 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, Inc., a Delaware corporation (the "Company"), does hereby certify the following:

FIRST: The name of the Company is GrubHub, Inc.

SECOND: The original Certificate of Incorporation of the Company was filed with the Secretary of State of Delaware on October 24, 2007.

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 Holdings 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, INC.

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