

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM324944

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Digital IP Company, Inc.		12/18/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Nutrisystem DIY, LLC
Street Address:	1011 Centre Road
Internal Address:	Suite 310
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19805
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Serial Number:	85895664	NU MI
Serial Number:	85895656	NU MI
Serial Number:	85895693	NU MI
Serial Number:	85895697	NU MI
Serial Number:	85893902	NUMI
Serial Number:	85894394	NUMI
Serial Number:	85893975	NUMI
Serial Number:	85939947	NUMI BY NUTRISYSTEM
Serial Number:	85939954	NUMI BY NUTRISYSTEM
Serial Number:	85939983	NUMI BY NUTRISYSTEM
Serial Number:	85939991	NUMI BY NUTRISYSTEM
Serial Number:	85940003	NUMI BY NUTRISYSTEM
Serial Number:	85939838	NUMI BY NUTRISYSTEM
Serial Number:	85947953	VICTORY SQUAD
Serial Number:	85947990	VICTORY SQUAD
Serial Number:	85947991	VICTORY SQUAD
Serial Number:	85948002	VICTORY SQUAD
Serial Number:	85947864	VICTORY WOBBLE SLIP UP

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Property Type	Number	Word Mark
Serial Number:	85947971	VICTORY WOBBLE SLIP UP
Serial Number:	85947980	VICTORY WOBBLE SLIP UP
Serial Number:	85947985	VICTORY WOBBLE SLIP UP
Registration Number:	4641928	NU MI
Registration Number:	4641929	NU MI
Registration Number:	4641924	NUMI
Registration Number:	4641923	NUMI
Registration Number:	4641925	NUMI

CORRESPONDENCE DATA

Fax Number: 8567798716
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.
Phone: 856-779-8700
Email: tszuhaj@beckermeisel.com
Correspondent Name: Timothy J. Szuhaj
Address Line 1: 220 Lake Drive East
Address Line 2: Suite 102
Address Line 4: Cherry Hill, NEW JERSEY 08002

NAME OF SUBMITTER:	Timothy J. Szuhaj
SIGNATURE:	/Timothy J. Szuhaj/
DATE SIGNED:	12/03/2014

Total Attachments: 3

source=Digital IP Company Merger Agreement (File Stamped Copy)#page1.tif
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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 MERGER, WHICH MERGES:

"DIGITAL IP COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "NUTRISYSTEM DIY, LLC" UNDER THE NAME OF "NUTRISYSTEM DIY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 4:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013.

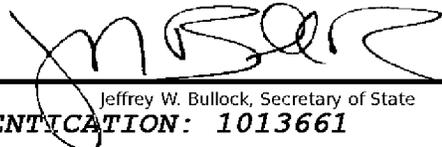
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5170149 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1013661

DATE: 12-26-13

TRADEMARK
REEL: 005412 FRAME: 0216

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Nutrisystem DIY, LLC and the name of the corporation being merged into this surviving limited liability company is Digital IP Company, Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is Nutrisystem DIY, LLC

FOURTH: The merger is to become effective on 12/31/2013

FIFTH: The Agreement of Merger is on file at 70 Hudson Street, Suite 4A, Hoboken, NJ 07030, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 18th day of December, A.D., 2013.

By: 
Authorized Person

Name: Aditi Gokhale
Print or Type

Title: SVP and General Manager-Digital