

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM328344

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Seamless North America, LLC		12/31/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	GrubHub Holdings Inc.		
Street Address:	1065 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	0439625	SENECA	
Registration Number:	4399444	LOCAL RESTAURANTS, DELIVERED	
Registration Number:	4327549	CRAVED BY SEAMLESS	
Registration Number:	4320648	CRAVED	
Registration Number:	4327543	SEAMLESS	
Registration Number:	4327544	SEAMLESS	
Registration Number:	4327545	YOUR FOOD IS HERE.	
Registration Number:	4102614	SEAMLESSWEB	
Registration Number:	3830311	SEAMLESSWEB	
Registration Number:	3585285		
Registration Number:	3582170	OSMIO	
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		

OP \$290.00 0439625

Address Line 4: Philadelphia, PENNSYLVANIA 19103	
NAME OF SUBMITTER:	Jordan A. LaVine
SIGNATURE:	/Jordan A. LaVine/
DATE SIGNED:	01/08/2015
Total Attachments: 4 source=seamless second assignment#page1.tif source=seamless second assignment#page2.tif source=seamless second assignment#page3.tif source=seamless second assignment#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:

"SEAMLESS NORTH AMERICA, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "GRUBHUB HOLDINGS INC." UNDER THE NAME OF "GRUBHUB HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2014, AT 2:48 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. 2014, AT 11:59 O'CLOCK P.M.

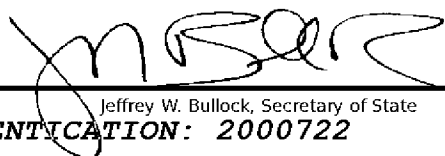
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4429954 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2000722

DATE: 12-31-14

TRADEMARK
REEL: 005436 FRAME: 0562

**CERTIFICATE OF MERGER
MERGING**

SEAMLESS NORTH AMERICA, LLC
(a Delaware limited liability company)

WITH AND INTO

GRUBHUB HOLDINGS INC.
(a Delaware corporation)

*In accordance with the provisions of §264 of the
General Corporation Law of the State of Delaware and Section 18-209 of the
Limited Liability Company Act of the State of Delaware*

The undersigned, on behalf of GrubHub Holdings Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge Seamless North America, LLC, a Delaware limited liability company ("Seamless North America"), with and into itself, pursuant to the provisions of Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Limited Liability Company Act of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of formation of each constituent entity of the merger (the "Merger") are as follows: (i) GrubHub Holdings Inc., a Delaware corporation, and (ii) Seamless North America, LLC, a Delaware limited liability company.

SECOND: An Agreement and Plan of Merger (the "Merger Agreement"), dated December 11, 2014 by and between the Corporation and Seamless North America, has been approved, adopted, certified, executed and acknowledged by each constituent entity, in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the Merger (the "Surviving Corporation") is GrubHub Holdings Inc., a Delaware corporation. The Certificate of Incorporation of the Corporation as in effect at the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

FOURTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, 1065 Avenue of the Americas, 15th Floor, New York, NY 10018, Attention: President.

FIFTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any member or shareholder of the constituent entities.

SIXTH: The Merger shall become effective at 11:59 p.m. ET on December 31, 2014.

* * * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 11th day of December, 2014.

GRUBHUB HOLDINGS INC.,
a Delaware corporation

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