

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM348324

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/23/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EAT24HOURS.COM, Inc.		02/23/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Eat24, LLC		
Street Address:	140 New Montgomery Street, 9th Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4470847	EAT24	
CORRESPONDENCE DATA			
Fax Number:	4156932222		
<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>			
Phone:	4156932171		
Email:	trademarks@cooley.com		
Correspondent Name:	Ariana G. Hiscott, Esq. Cooley LLP		
Address Line 1:	1299 Pennsylvania Ave., NW, Suite 700		
Address Line 4:	Washington, D.C. 20004-2400		
ATTORNEY DOCKET NUMBER:	309779-20000		
NAME OF SUBMITTER:	Ariana G. Hiscott		
SIGNATURE:	/Ariana G. Hiscott/		
DATE SIGNED:	07/16/2015		
Total Attachments: 3			
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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:

"EAT24HOURS.COM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "QUINOA ACQUISITION LLC" UNDER THE NAME OF "EAT24, 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 FEBRUARY, A.D. 2015, AT 1:17 O'CLOCK P.M.


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

5688004 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2141202

DATE: 02-23-15

TRADEMARK
REEL: 005578 FRAME: 0631

CERTIFICATE OF MERGER

of

EAT24HOURS.COM, INC.
a Delaware corporation

with and into

QUINOA ACQUISITION LLC
a Delaware 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 Quinoa Acquisition LLC ("Merger Sub II"), a wholly-owned subsidiary of Yelp Inc. ("Parent") that was formed pursuant to the Delaware Limited Liability Company Act, and the name of the corporation being merged into this surviving limited liability company is Eat24Hours.com, Inc. (the "Company"), a wholly-owned subsidiary of Parent that was incorporated pursuant to the Delaware General Corporation Law.

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement"), made and entered into as of February 9, 2015, by and among Parent, Kale Acquisition Corp., a Delaware Corporation, Merger Sub II, the Company, the stockholders of the Company, and Nadav Sharon, as the Stockholders' Agent (as defined in Section 5.1 of the Merger Agreement) has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merger corporation.

THIRD: The name of the surviving limited liability company is amended to Eat24, LLC.

FOURTH: The merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The Agreement and Plan of Merger is on file at 140 New Montgomery Street, 9th Floor, San Francisco, California 94105, the place of business of the surviving limited liability company.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving limited liability company on request, without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

[Signature Page Follows]

IN WITNESS WHEREOF, said limited liability company has caused this Certificate of Merger to be signed by an authorized person, on the 23rd day of February, 2015.

QUINOA ACQUISITION LLC

By: /s/ Laurence Wilson
Yelp Inc. Sole Member
Laurence Wilson
Authorized Person