

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM403571

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Xoom Corporation		10/01/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	PayPal, Inc.
Street Address:	2211 North First St.
City:	San Jose
State/Country:	CALIFORNIA
Postal Code:	95131
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	4541545	BLUEKITE
Serial Number:	86354343	X XOOM
Registration Number:	4974866	REGALOAD
Serial Number:	86354349	X
Registration Number:	4969409	XOOM.COM
Registration Number:	4969408	XOOM
Registration Number:	4226418	XOOM
Registration Number:	4743984	CUENTA A CUENTA ULTRA
Registration Number:	4432147	POWR PAY ONLY WHEN RECEIVED
Registration Number:	4407099	XOOM
Registration Number:	4553471	STATUSTRAK
Registration Number:	4370024	BANK TO BANK ULTRA
Registration Number:	4269812	X
Registration Number:	4232742	XOOM IT ONLINE
Registration Number:	4232741	STOP WAITING IN LINE. XOOM IT ONLINE.
Registration Number:	4012377	XOOM
Registration Number:	2957181	THE SMARTER WAY TO SEND MONEY
Registration Number:	2909931	XOOM

CH \$465.00 4541545

CORRESPONDENCE DATA**Fax Number:** 2027393001*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:** 202.739.3000**Email:** jennifer.evans@morganlewis.com**Correspondent Name:** Morgan, Lewis & Bockius LLP**Address Line 1:** 1111 Pennsylvania Avenue, NW**Address Line 4:** Washington, D.C. 20004**ATTORNEY DOCKET NUMBER:** 061415-2000**NAME OF SUBMITTER:** Jennifer C. Evans**SIGNATURE:** /jce/**DATE SIGNED:** 10/27/2016**Total Attachments: 7**

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Delaware

The First State

Page 1

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 OWNERSHIP, WHICH MERGES:

"XOOM CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "PAYPAL, INC." UNDER THE NAME OF "PAYPAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2016, AT 4:29 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF OCTOBER, A.D. 2016 AT 2:59 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

3014267 8100M
SR# 20165984417

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

Authentication: 203075461
Date: 09-28-16

TRADEMARK
REEL: 005910 FRAME: 0266

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

XOOM CORPORATION

WITH AND INTO

PAYPAL, INC.

Pursuant to Section 253 of the Delaware General Corporation Law (the “**DGCL**”), PayPal, Inc. (the “**Company**”), a Delaware corporation, does hereby certify to the following information relating to the roll-up merger (the “**Roll-up Merger**”) of Xoom Corporation, a Delaware corporation (the “**Subsidiary**”), with and into the Company, with the Company remaining as the surviving corporation:

1. The Company owns 100% of the outstanding shares of each class of capital stock of the Subsidiary.
2. At a meeting of the Board of Directors of the Company (the “**Board**”) held on June 20, 2016, the Board duly adopted the resolutions attached as Exhibit A hereto authorizing and approving the Roll-up Merger pursuant to Section 253 of the DGCL.
3. The Company shall be the surviving corporation of the Merger.
4. The Certificate of Incorporation of the Company, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The Certificate of Ownership and Merger and the Merger shall become effective at 2:59 a.m. Eastern Time on October 1, 2016 / 11:59 p.m. Pacific Time on September 30, 2016.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 28th of September, 2016.

PayPal, Inc.


By /s/ Daniel H. Schulman

Name: Daniel H. Schulman

Title: President

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 28 of September, 2016.

PayPal, Inc.

By 

Name: Daniel H. Schulman

Title: President

TRADEMARK

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EXHIBIT A

**EXCERPTS OF RESOLUTIONS
DULY ADOPTED BY THE BOARD OF DIRECTORS OF PAYPAL, INC.
AT A MEETING HELD ON JUNE 20, 2016**

Merger of Xoom Corporation with and into PayPal, Inc.

WHEREAS, on November 12, 2015, PayPal, Inc., a Delaware corporation (the “**Company**”), completed the acquisition of all of the issued and outstanding stock of Xoom Corporation (“**Xoom**”), a Delaware corporation (the “**Acquisition**”);

WHEREAS, after the Acquisition, Xoom was a separate, stand-alone entity and a wholly-owned subsidiary of the Company;

WHEREAS, there has been presented to and discussed by the Board of Directors (the “**Board**”) of the Company, a plan to merge Xoom with and into the Company, with the Company remaining as the surviving corporation of such merger (the “**Merger**”);

WHEREAS, upon the completion of the Merger, Xoom will cease to exist as a legal entity, and all of Xoom’s rights, privileges, powers, franchises, property, contracts, debts, liabilities, duties, obligations and operations will be assumed by the Company as the surviving corporation of the Merger by operation of law;

WHEREAS, the Board has determined that the Merger is appropriate and in the best interest of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and it hereby is, adopted, authorized and approved;

RESOLVED FURTHER, that contingent and effective upon the acceptance of the Certificate of Ownership and Merger by the Secretary of State of the State of Delaware (the “**Roll-Up Merger Effective Date**”), Xoom shall be merged with and into the Company and shall cease to exist as a legal entity;

RESOLVED FURTHER, that upon the completion of the Merger on the Roll-Up Merger Effective Date, the Company will assume full right, title and possession of and to all rights, privileges, powers, franchises, contracts, and property of Xoom, including without limitation the Xoom trademarks, and the Company will also assume all debts, liabilities, duties, obligations and operations of Xoom by operation of law.

RESOLVED FURTHER, John Kunze is hereby designated as a legal representative for PayPal, Inc. with respect to the Xoom service, and Mr. Kunze is hereby authorized to prepare or cause to be prepared and to execute, deliver, verify, acknowledge, file or record any applications, agreements, documents, instruments, certificates, statements, papers or any amendments thereto, as may be deemed necessary or advisable in order to operate the Xoom service;

RESOLVED FURTHER, that the Board, pursuant to its authority under its Certificate of Incorporation and Bylaws and to the fullest extent permitted by law, hereby delegates to each individual director of the Company the full power, authority, and discretion of the Board to approve, execute and deliver, in the name of and for and on behalf of the full Board, any further Board resolutions that such director deems necessary, appropriate or desirable to effectuate, facilitate, confirm, or acknowledge the Merger and/or any actions by or on behalf of the Company (including in its capacity as the surviving corporation of the Merger) resulting therefrom (it being understood that any Board resolution approved by any individual director pursuant to this paragraph and consistent with the intent and purpose of these resolutions shall constitute the approval of the full Board);

RESOLVED FURTHER, that the officers of the Company be, and each of them acting individually hereby is, authorized, empowered and directed, in the name of and for and on behalf of the Company, to take, or cause the Company or any of its subsidiaries to take, any actions they deem necessary, desirable or appropriate in order to obtain all necessary permits, authorizations, orders and approvals under any applicable state, local and foreign statutes or regulations, as may be required to carry out the Merger; and

RESOLVED FURTHER, that the officers of the Company be, and each of them acting individually hereby is, authorized and directed, in the name of and for and on behalf of the Company, to prepare or cause to be prepared and to execute, deliver, verify, acknowledge, file or record any applications, agreements, documents, instruments, certificates, statements, papers or any amendments thereto, as may be deemed necessary or advisable in order to effectuate the Merger (including, without limitation, a certificate of ownership and merger, and any and all additional documents and information required to be filed therewith) and to cause the Company to perform its obligations in connection therewith (including in its capacity as the surviving corporation of such Merger).

Omnibus Resolution

RESOLVED, that the officers of the Company be, and each of them acting individually is, hereby authorized and directed, in the name and on behalf of the Company, or otherwise, to execute and deliver all such other applications, documents, instruments, certificates, statements, papers or, and to take all such further and other action in connection with the

resolutions hereinabove adopted as they may deem necessary, advisable or proper to effectuate the intent and purposes of these resolutions; and

RESOLVED FURTHER, that any and all actions heretofore or hereafter taken by any officer or officers of the Company within the terms of the foregoing resolutions be, and hereby are, ratified and confirmed in all respects.

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