

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM408440

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Scout Analytics, Inc.		12/22/2014	Corporation: WASHINGTON
RECEIVING PARTY DATA			
Name:	SERVICESOURCE INTERNATIONAL, INC.		
Street Address:	760 Market St, 4th Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94102		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3888575	SCOUT	
CORRESPONDENCE DATA			
Fax Number:	4156597357		
<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:	415-836-2557		
Email:	TMDocket@dlapiper.com		
Correspondent Name:	DLA Piper LLP (US)		
Address Line 1:	555 Mission Street, Suite 2400		
Address Line 2:	Attn: Heather Dunn, Esq.		
Address Line 4:	San Francisco, CALIFORNIA 94105		
NAME OF SUBMITTER:	Heather A. Dunn, Esq.		
SIGNATURE:	/Heather Dunn/		
DATE SIGNED:	12/09/2016		
Total Attachments: 6			
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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 OWNERSHIP, WHICH MERGES:

"SCOUT ANALYTICS, INC.", A WASHINGTON CORPORATION,
WITH AND INTO "SERVICESOURCE INTERNATIONAL, INC." UNDER THE NAME OF "SERVICESOURCE INTERNATIONAL, INC.", A CORPORATION 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. 2014, AT 8:18 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 JANUARY, A.D. 2015.

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

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2004984

DATE: 01-02-15

TRADEMARK
REEL: 005946 FRAME: 0629

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SCOUT ANALYTICS, INC.

WITH AND INTO

SERVICESTRACE INTERNATIONAL, INC.

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), ServiceSource International, Inc. (the "Corporation"), a Delaware corporation, does hereby certify to the following information relating to the merger (the "Merger") of Scout Analytics, Inc., a Washington corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns 100% of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on December 19, 2014 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Ownership and Merger and the Merger shall become effective at 12:01 am, Eastern Time, on January 1, 2015.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 22nd day of December, 2014.

ServiceSource International, Inc.

By: 

Name: Simon Biddiscombe

Title: Chief Financial Officer

EXHIBIT A

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
SERVICESOURCE INTERNATIONAL, INC.**

In accordance with Section 141(f) of the Delaware General Corporation Law (the “*DGCL*”) and the Bylaws of ServiceSource International, Inc., a Delaware corporation (the “*Company*”), the undersigned, constituting all of the members of the Company’s Board of Directors (the “*Board*”), hereby adopt the following resolutions effective as of the date first set forth above:

Merger of Scout Analytics, Inc. with and into the Company

WHEREAS, the Company owns 100% of the outstanding capital stock of Scout Analytics, Inc., a Delaware corporation (“*Subsidiary*”) and desires to merge Subsidiary with and into the Company.

NOW, THEREFORE, BE IT RESOLVED: That it is deemed advisable and in the best interests of the Company and its stockholders that the Company acquire all of the rights, title and interests and assume all of the liabilities and obligations of its wholly-owned subsidiary, Subsidiary, in a merger of Subsidiary with and into the Company, whereupon the separate existence of Subsidiary shall cease, and the Company shall be the surviving corporation (the “*Merger*”).

RESOLVED FURTHER: That the Merger is hereby approved pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the “*DGCL*”) and Section 23B.11.40 of the Washington Business Corporation Act (the “*WBCA*”).

RESOLVED FURTHER: That the Merger shall become effective on January 1, 2015 (the “*Effective Time*”) in accordance with the (x) the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware and (y) the Articles of Merger to be filed with the Secretary of State of the State of Washington.

RESOLVED FURTHER: That, at the Effective Time, each share of capital stock of Subsidiary outstanding immediately prior to the Effective Time, shall be cancelled and extinguished.

RESOLVED FURTHER: That the officers of the Company are hereby authorized, directed and empowered to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Subsidiary into the Company and to cause the same to be filed with the Secretary of State of the State of Delaware pursuant to Sections 103 and 253 of the DGCL and to do all acts necessary to effect the Merger.

RESOLVED FURTHER: That the officers of the Company are hereby authorized, directed and empowered to make and execute Articles of Merger setting forth a copy of these resolutions to merge Subsidiary into the Company and to cause the same to be filed with the Secretary of State of the State of Washington pursuant to Sections 23B.11.40 and 23B.11.70 of the WBCA and to do all acts necessary to effect the Merger.

RESOLVED FURTHER: That, pursuant to Sections 253(c) and 251(d) of the DGCL, at any time prior to the Effective Time, the foregoing resolutions of merger may be amended, terminated or abandoned by the Board.

Contribution Agreement

WHEREAS, following the Merger the Company will own the rights, title and interests in the property of the Subsidiary; and

WHEREAS, the board of directors of the Company (the "**Board**") deems it to be in the best interests of the Company to enter into the Contribution Agreement (the "**Contribution Agreement**") by and between the Company and ServiceSource Delaware, Inc., a Delaware corporation (the "**Delaware Subsidiary**"), pursuant to which the Company will contribute the Assets (as defined in the Contribution Agreement) to the Delaware Subsidiary (the "**Contribution**").

NOW, THEREFORE, BE IT RESOLVED: that the form, terms and provisions of the Contribution Agreement be, and hereby are, approved.

RESOLVED FURTHER: that the officers of the Company (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized and empowered to execute and deliver the Contribution Agreement, in the name and on behalf of the Company with such additions, deletions or changes therein as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes).

RESOLVED FURTHER: that the Company be, and hereby is, authorized and empowered to perform all of its obligations under the Contribution Agreement.

RESOLVED FURTHER: that the Company be, and hereby is, authorized and empowered to contribute, transfer, convey and deliver to the Subsidiary all of the Company's right, title and interest in the Assets.

Omnibus Resolutions

RESOLVED: that the officers of the Company are hereby authorized, directed and empowered to take all actions necessary or appropriate to effect the foregoing resolutions in the name of and on behalf of the Company, including the filing of the Certificate of Ownership and Merger and the Articles of Merger, or any other required documents with the Secretary of State of the State of Delaware or Secretary of State of the State of Washington.

RESOLVED FURTHER: that the Merger followed by the Contribution are intended to be a statutory merger and a "reorganization" within the meaning of Sections 368(a)(1)(A) and 368(a)(2)(C) of Internal Revenue Code of 1986, as amended, under Rev. Rul. 69-617 for U.S. federal income tax purposes, and the Company, Subsidiary and the Delaware Subsidiary will report the Merger and the Contribution consistent with the foregoing unless otherwise required by a taxing authority.

RESOLVED FURTHER: that the officers of the Company be, and each of them hereby is, authorized to execute, file and deliver, in the name of and on behalf of the Company and under its corporate seal or otherwise, such further agreements, documents and other instruments as any such officer may deem necessary or appropriate to effectuate the intent of the foregoing resolutions; and that the taking of any action or the execution of any instrument by an officer of the Company in connection with the foregoing resolutions shall be conclusive of his or her determination that the same was necessary to serve the best interests of the Company.

RESOLVED FURTHER: that all acts and deeds heretofore done by any director or officer of the Company intended to carry out the intent of the foregoing resolutions are hereby ratified and approved in all respects.