

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM458208

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/26/2010
RESUBMIT DOCUMENT ID:	900432605

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
McCloud River Acquisition Corp.		10/26/2010	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	NearbyNow, Inc.
Street Address:	150 Post Street, Suite 500
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94108
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3585441	NEARBYNOW

CORRESPONDENCE DATA

Fax Number: 4159891663
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: 415-391-4800
Email: tm@cpdb.com
Correspondent Name: Karen S. Frank
Address Line 1: One Montgomery Street, Suite 3000
Address Line 4: San Francisco, CALIFORNIA 94104

NAME OF SUBMITTER:	Karen S. Frank
SIGNATURE:	/karen s. frank/
DATE SIGNED:	01/16/2018

Total Attachments: 5

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Delaware

PAGE 1

The First State

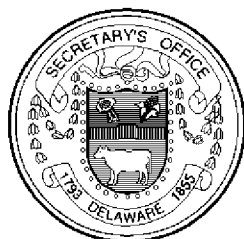
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MCCLLOUD RIVER ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "NEARBYNOW, INC." UNDER THE NAME OF "NEARBYNOW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2010, AT 2:11 O'CLOCK P.M.

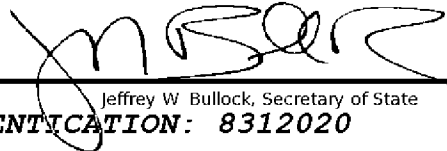
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4080244 8100M

101028734



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8312020
DATE: 10-26-10

TRADEMARK
REEL: 006242 FRAME: 0281

CERTIFICATE OF MERGER
OF
McCLOUD RIVER ACQUISITION CORP.
WITH AND INTO
NEARBYNOW, INC.

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation hereby certifies the following information relating to the merger of McCloud River Acquisition Corp., a Delaware corporation, with and into NearbyNow, Inc., a Delaware corporation (the "Merger"):

1. The name of the surviving company is NearbyNow, Inc., a Delaware corporation ("Surviving Company"), and the name of the corporation being merged into such Surviving Company is McCloud River Acquisition Corp., a Delaware corporation ("Target"), and together with the Surviving Company, the "Constituent Corporations").
2. An Agreement and Plan of Merger, dated as of October 11, 2010, (the "Merger Agreement"), by and among the Constituent Corporations, JiWire, Inc., a Delaware corporation and parent of the Target, certain stockholders of the Surviving Company and the stockholder representative named therein, has been duly approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations.
3. The name of the surviving company in the Merger is NearbyNow, Inc., a Delaware corporation.
4. The Certificate of Incorporation of the Surviving Company is amended and restated to read in its entirety as set forth in Exhibit A hereto.
5. The Merger shall be effective as of 11:59 p.m. Pacific Time on the date this Certificate of Merger is filed with the Secretary of State of the State of Delaware.
6. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Company, the address of which is as follows: NearbyNow, Inc., c/o JiWire, Inc., 150 Post Street, Suite 500, San Francisco, CA 94108.
7. A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder of either of the Constituent Corporations.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed by a duly authorized officer on this 26th day of October, 2010.

NEARBYNOW, INC.

By: /s/ Scott Dunlap
Scott Dunlap, Chief Executive Officer

EXHIBIT A

Restated Certificate

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF NEARBYNOW, INC.**

ARTICLE 1

The name of the corporation is NearbyNow, Inc.

ARTICLE 2

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The Registered Agent in charge thereof is Corporation Service Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4

The corporation is authorized to issue one class of stock, hereby designated Common Stock. The total number of shares of stock which the corporation shall have the authority to issue is One Thousand (1,000) shares of Common Stock, par value \$0.0001 per share.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

ARTICLE 5

The corporation is to have perpetual existence.

ARTICLE 6

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.
