

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM538850

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	11/14/2018

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wine.com, Inc.		11/14/2018	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Wine.com OpCo, Inc.
<b>Street Address:</b>	222 Sutter Street
<b>Internal Address:</b>	Suite 450
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94108
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
<b>Registration Number:</b>	4549996	90+ RATED WINES UNDER \$20 WORLD'S BEST S
<b>Registration Number:</b>	2528961	GRAND GOURMET
<b>Registration Number:</b>	2498220	
<b>Registration Number:</b>	2611707	
<b>Registration Number:</b>	2603774	
<b>Registration Number:</b>	3512515	WINE.COM
<b>Registration Number:</b>	4257290	STEWARDSHIP
<b>Registration Number:</b>	3952881	WINESHOPPER

## CORRESPONDENCE DATA

Fax Number: 4159848300

*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: 415-984-8200

Email: sftrademarks@nixonpeabody.com

Correspondent Name: Rebecca Menke

Address Line 1: P.O. BOX 26769

Address Line 4: San Francisco, CALIFORNIA 94126

CH \$215.00 4549996

<b>ATTORNEY DOCKET NUMBER:</b>	042015-1000
<b>NAME OF SUBMITTER:</b>	Rebecca Menke
<b>SIGNATURE:</b>	/RM/
<b>DATE SIGNED:</b>	08/29/2019

**Total Attachments: 4**

source=2018-11-14 Certificate of Merger and Name Change from Wine.com, Inc. to Wine.com OPCO, Inc. 4812-5011-3172 v.1#page1.tif

source=2018-11-14 Certificate of Merger and Name Change from Wine.com, Inc. to Wine.com OPCO, Inc. 4812-5011-3172 v.1#page2.tif

source=2018-11-14 Certificate of Merger and Name Change from Wine.com, Inc. to Wine.com OPCO, Inc. 4812-5011-3172 v.1#page3.tif

source=2018-11-14 Certificate of Merger and Name Change from Wine.com, Inc. to Wine.com OPCO, Inc. 4812-5011-3172 v.1#page4.tif

# 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 MERGER, WHICH MERGES:

"WINE.COM MERGER CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "WINE.COM, INC." UNDER THE NAME OF "WINE.COM OPKO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2018, AT 11:35 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FOURTEENTH DAY OF NOVEMBER, A.D. 2018 AT 12:30 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

3040432 8100M  
SR# 20187632312

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203897105  
Date: 11-14-18

TRADEMARK  
REEL: 006733 FRAME: 0269

**CERTIFICATE OF MERGER  
OF  
WINE.COM MERGER CORPORATION  
WITH AND INTO  
WINE.COM, INC.**

(Pursuant to Section 251(g) of the Delaware General Corporation Law)

Wine.com, Inc., a Delaware corporation, certifies that:

1. The name and state of incorporation of each of the constituent corporations are as follows:
  - (a) Wine.com Merger Corporation, a Delaware corporation ("*Merger Sub*"); and
  - (b) Wine.com, Inc., a Delaware corporation ("*OpCo*").
2. The Agreement and Plan of Merger, dated as of November 14, 2018 (the "*Agreement and Plan of Merger*") among OpCo, Merger Sub, and Wine.com Holdings, Inc. has been approved, adopted, executed, and acknowledged by each of the constituent corporations in accordance with Section 251(g) (and, with respect to Merger Sub, Section 228 of the General Corporation Law of the State of Delaware) and each of the conditions specified in Section 251(g) has been satisfied.
3. OpCo shall be the surviving corporation in the merger (the "*Surviving Corporation*") and the name of the Surviving Corporation shall be Wine.com OpCo, Inc., pursuant to Section 5 below.
4. The Eleventh Amended and Restated Certificate of Incorporation of OpCo (the "*Certificate*") as in effect immediately prior to the merger is hereby amended by inserting the following provision as **ARTICLE XIII** thereof:

"Any act or transaction by or involving the Corporation other than the election or removal of directors of the Corporation that requires for its adoption under the Delaware General Corporation Law or this certificate of incorporation the approval of the stockholders of the Corporation shall, pursuant to and in accordance with Section 251(g) of the Delaware General Corporation Law, require, in addition, the approval of the stockholders of Wine.com Holdings, Inc., a Delaware corporation, or any successor thereto by merger, by the same vote that is required by the Delaware General Corporation Law or this certificate of incorporation, as the case may be."
5. The Certificate is hereby further amended by amending **ARTICLE I** thereof to read in its entirety as follows:

"The name of the corporation is Wine.com OpCo, Inc. (the "*Corporation*")"
6. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 222 Sutter Street, Ste. 450, San Francisco, CA 94108.

7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

8. This certificate of merger shall be effective as of 12:30 p.m. Eastern Standard Time on November 14, 2018.

\* \* \*

IN WITNESS WHEREOF, Wine.com, Inc. has caused this Certificate of Merger to be signed by a duly authorized officer of Wine.com, Inc.

WINE.COM, INC.

By: /s/ Richard Bergsund

Name: Richard Bergsund

Title: Chief Executive Officer