

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM315560

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/30/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ThisLife.com, Inc.		01/30/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Shutterfly, Inc.		
Street Address:	2800 Bridge Pkwy		
City:	Redwood City		
State/Country:	CALIFORNIA		
Postal Code:	94065		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4222371	THISLIFE	
CORRESPONDENCE DATA			
Fax Number:	4084141076		
<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:	408.414.1080		
Email:	trademarks@hptb-law.com		
Correspondent Name:	Hickman Palermo Truong Becker et al. LLP		
Address Line 1:	1 Almaden Boulevard - Floor 12		
Address Line 4:	San Jose, CALIFORNIA 95113		
ATTORNEY DOCKET NUMBER:	60248-		
NAME OF SUBMITTER:	Christopher J. Palermo		
SIGNATURE:	/ChristopherJPalermo/		
DATE SIGNED:	08/28/2014		
Total Attachments: 3			
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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 OWNERSHIP, WHICH MERGES:

"THISLIFE.COM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SHUTTERFLY, INC." UNDER THE NAME OF
"SHUTTERFLY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2014, AT 5:15
O'CLOCK P.M.

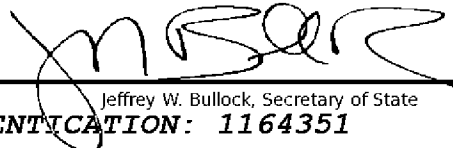
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

3033915 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1164351

DATE: 02-26-14

TRADEMARK
REEL: 005354 FRAME: 0016

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THISLIFE.COM, INC.

(a Delaware corporation)

WITH AND INTO

SHUTTERFLY, INC.

(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Shutterfly, Inc., a corporation formed and existing under the laws of the State of Delaware (the "Company") does hereby certify to the following facts relating to the merger ("Merger") of ThisLife.com, Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation under the name of Shutterfly, Inc., a Delaware corporation:

FIRST: The Company is incorporated pursuant to the DGCL. The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on January 29, 2013, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, Shutterfly, Inc., a Delaware corporation (the "Company") owns all of the outstanding shares of the stock of ThisLife.com, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with an into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger"); and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the persons who was the holder of such share of common stock of the Company immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be cancelled and no consideration shall be issued with respect thereof; and it is further

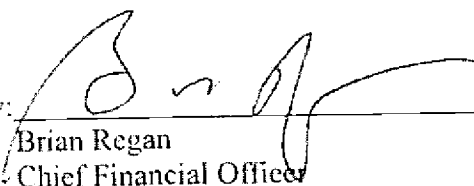
RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a Certificate of Ownership and Merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

FOURTH: The Company shall be the surviving corporation of the Merger.

FIFTH: The Certificate of Incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 30 day of January, 2013.

SHUTTERFLY, INC.,
a Delaware corporation

By: 
Brian Regan
Chief Financial Officer