

ALIPHCOM

AMENDMENT TO SIXTH AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT

THIS AMENDMENT TO SIXTH AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT (the "*Amendment*") is made as of August __, 2012, by and among ALIPHCOM, a California corporation (the "*Company*"), and certain of the persons and entities who are parties to the Agreement (as defined below). Capitalized terms not otherwise defined in the Amendment shall have the meaning ascribed to them in the Agreement.

RECITALS

WHEREAS, the Company and the Investors have entered into that certain Sixth Amended and Restated Investor Rights Agreement, dated June 16, 2011 (the "*Agreement*");

WHEREAS, the Company has or intends to issue Common Stock to certain entities which have or will become party to the Agreement (the "*Subsequent Investors*");

WHEREAS, the Company and the Investors now desire to amend the Agreement to include the Common Stock purchased or to be purchased by the Subsequent Investors as of certain dates, in the definition of "Registrable Securities"; and

WHEREAS, under Section 11 of the Agreement, the Agreement or any term thereof (except for certain sections explicitly referred to in Section 11) may be amended only by a written consent of the Company and the holders of a majority of the Registrable Securities then outstanding (including a majority of the then outstanding shares of Senior Preferred on an as-converted basis).

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, the Company and the Investors hereby agree as follows:

1. Amendment of Section 2. The parties agree that the definition of "Registrable Securities" contained in Section 2 of the Agreement is hereby amended to read in full as follows:

"*Registrable Securities*" means (a) the Conversion Stock, (b) any Common Stock purchased by Andreessen Horowitz Fund II, L.P. or its affiliates on or before March 21, 2011, (c) any Common Stock purchased by J.P. Morgan Digital Growth Fund, L.P. and 522 Fifth Avenue Fund, L.P. or their affiliates on or before December 31, 2011, (d) any Common Stock purchased by KPCB Holdings, Inc. pursuant to that certain Warrant to Purchase Common Stock dated December 7, 2011, (e) any Common Stock purchased by Hedosophia Alpha Limited on or before May 29, 2012, (f) any Common Stock purchased by Mort, Inc. on or before August 31, 2012, and (g) any Common Stock purchased by Alberta Investment Management Corp. on or before September 15, 2012; in each case including any Common Stock of the Company issued or

issuable in respect of such securities as any stock split, stock dividend, recapitalization, or similar event, or any Common Stock otherwise issuable with respect to such securities; *provided, however,* that the above-described securities shall only be treated as Registrable Securities if and so long as they have not been sold to or through a broker or dealer or underwriter in a public distribution or a public securities transaction.

3. All other provisions of the Agreement shall remain in full force and effect.

4. This Amendment may be executed in any number of counterparts, each of which shall be enforceable against the parties actually executing such counterparts, and all of which together shall constitute one instrument.

5. This Amendment shall be construed in accordance with the laws of the State of California, excluding conflicts of laws principles.

6. This Amendment and the Agreement and all exhibits hereto or thereto are intended to be the sole agreement of the parties as they relate to the subject matter hereof and thereof and do hereby supersede all other agreements of the parties relating to the subject matter hereof or thereof.

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IN WITNESS WHEREOF, the parties hereto have executed this **AMENDMENT TO SIXTH AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT** as of the date set forth in the first paragraph hereof.

COMPANY:

ALIPHCOM

By: _____

Hosain Rahman
Chief Executive Officer

IN WITNESS WHEREOF, the parties hereto have executed this **AMENDMENT TO SIXTH AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT** as of the date set forth in the first paragraph hereof.

INVESTORS:

522 FIFTH AVENUE FUND, L.P.

By: J.P. Morgan Investment Management Inc.
Its: Investment Advisor

By: _____
Name:
Its:

J.P. MORGAN DIGITAL GROWTH FUND L.P.

By: J.P. Morgan Investment Management Inc.
Its: Investment Advisor

By: _____
Name:
Its:

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INVESTORS:

ANDREESSEN HOROWITZ FUND II, L.P.

as nominee for
Andreessen Horowitz Fund II, L.P.
Andreessen Horowitz Fund II-A, L.P. and
Andreessen Horowitz Fund II-B, L.P.

By: AH Equity Partners II, L.L.C.
Its general partner

By: _____
Name: _____
Title: Managing Member

AH ANNEX FUND, L.P.

By: AH Equity Partners II, L.L.C.
Its general partner

By: _____
Name: _____
Title: Member

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INVESTORS:

**Sequoia Capital Growth Fund III
Sequoia Capital Growth Partners III
Sequoia Capital Growth III Principals Fund**

By: SCGF III Management, LLC
A Delaware Limited Liability Company
General Partner of Each

By: _____
Managing Member

**Sequoia Capital XII
Sequoia Technology Partners XII
Sequoia Capital XII Principals Fund
Hilltop Family Partnership, L.P.**

By: SC XII Management, LLC
A Delaware Limited Liability Company,
General Partner of Each

By: _____
Managing Member

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INVESTORS:

KHOSLA VENTURES II, LP

By: Khosla Ventures Associates II, LLC, a
Delaware limited liability company and
general partner of Khosla Ventures II, LP

By _____

Name:

Title: Member