

SCC eFile	2013 ANNUAL REPORT COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION	213553670
------------------	---	-----------

1.) CORPORATION NAME: Outerwall Inc. 2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: CT CORPORATION SYSTEM 4701 COX ROAD, SUITE 285 GLEN ALLEN, VA 3.) CITY OR COUNTY OF VA REGISTERED OFFICE: HENRICO COUNTY 4.) STATE OR COUNTRY OF INCORPORATION: DE	DUE DATE: 11/30/2013 SCC ID NO: F1235656 5.) STOCK INFORMATION <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:50%;">CLASS</th> <th style="width:50%;">AUTHORIZED</th> </tr> </thead> <tbody> <tr> <td>COMMON</td> <td style="text-align: right;">18,000,000</td> </tr> <tr> <td>PREFER</td> <td style="text-align: right;">3,575,967</td> </tr> <tr> <td>PREFA</td> <td style="text-align: right;">649,775</td> </tr> </tbody> </table>	CLASS	AUTHORIZED	COMMON	18,000,000	PREFER	3,575,967	PREFA	649,775
CLASS	AUTHORIZED								
COMMON	18,000,000								
PREFER	3,575,967								
PREFA	649,775								

6.) PRINCIPAL OFFICE ADDRESS: ADDRESS: 1800 114TH AVENUE SE CITY/ST/ZIP: BELLEVUE, WA 98004

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME: J. SCOTT Di Valerio TITLE: CEO ADDRESS: 1800 114TH AVE SE CITY/ST/ZIP/CO: BELLEVUE, WA 98004	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: Deborah Bevier TITLE: CHAIRMAN ADDRESS: 1800 114TH AVE SE CITY/ST/ZIP/CO: BELLEVUE, WA 98004	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: Donald Rench TITLE: SECRETARY ADDRESS: 1800 114th Ave SE CITY/ST/ZIP/CO: Bellevue, WA 98004	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: Galen Smith TITLE: CFO ADDRESS: 1800 114th Ave SE CITY/ST/ZIP/CO: Bellevue, WA 98004	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ Donald Rench	Donald Rench, SECRETARY	11/6/2013
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRINTED NAME AND CORPORATE TITLE	DATE

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.