

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Kaching Group Inc.		01/25/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Wealthfront Inc.		
Street Address:	203 Forest Avenue		
City:	Palo Alto		
State/Country:	CALIFORNIA		
Postal Code:	94301		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	85131390	WEALTHFRONT	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(650)938-5200		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(650) 988-8500		
Email:	trademarks@fenwick.com		
Correspondent Name:	Connie L. Ellerbach		
Address Line 1:	801 California Street		
Address Line 2:	Silicon Valley Center		
Address Line 4:	Mountain View, CALIFORNIA 94041		
ATTORNEY DOCKET NUMBER:	25759-00070-1991		
NAME OF SUBMITTER:	Connie L. Ellerbach		
Signature:	/cle 1087/		
Date:	04/18/2011		
Total Attachments: 3 source=Name Change from kaChing to Wealthfront#page1.tif source=Name Change from kaChing to Wealthfront#page2.tif source=Name Change from kaChing to Wealthfront#page3.tif			

**CH \$40.00 85131390**

# Delaware

PAGE 1

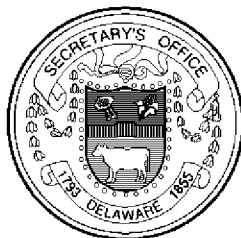
*The First State*

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 AMENDMENT OF "KACHING GROUP INC.", CHANGING ITS NAME FROM "KACHING GROUP INC." TO "WEALTHFRONT INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 2010, AT 12:07 O'CLOCK P.M.

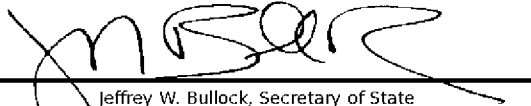
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8297598

DATE: 10-19-10

TRADEMARK  
REEL: 004524 FRAME: 0331

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
KACHING GROUP INC.**

Kaching Group Inc., a Delaware corporation (the "*Corporation*"), does hereby certify that the following amendment to the Corporation's Restated Certificate of Incorporation filed with the Delaware Secretary of State on January 25, 2010 (the "*Restated Certificate of Incorporation*") has been duly adopted by the Board of Directors and stockholders of the Corporation in accordance with the provisions of Section 242 of the Delaware General Corporation Law, with the approval of such amendment by the Corporation's stockholders having been given by written consent without a meeting in accordance with Sections 228(d) and 242 of the Delaware General Corporation Law:

**Article I.** Article I of the Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

"The name of the corporation is Wealthfront Inc."

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 18th day of October, 2010 and the foregoing facts stated herein are true and correct.

**KACHING GROUP INC.**

By: /s/ Andrew Rachleff

Andrew Rachleff,  
President and Chief Executive Officer