

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tremor Media, Inc.		06/07/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Tremor Video, Inc.		
Street Address:	53 West 23rd Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3793742	ACUDEO	
Registration Number:	3592771	ACUDEO	
Registration Number:	3719364	ACUDEO	
Registration Number:	3938617	VCHOICE	
Registration Number:	3938618	VCHOICE	
Registration Number:	3938619	VCHOICE	
Serial Number:	77808898	VCHOICE	
CORRESPONDENCE DATA			
Fax Number:	(617)937-2400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	6179372418		
Email:	aanderson@cooley.com		
Correspondent Name:	Anna Anderson, paralegal c/o Cooley LLP		
Address Line 1:	500 Boylston Street		
Address Line 2:	14th Floor		

CH \$190.00 3793742

900194480

**TRADEMARK
 REEL: 004563 FRAME: 0115**

Address Line 4: Boston, MASSACHUSETTS 02116

ATTORNEY DOCKET NUMBER:	314820-20000
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NAME OF SUBMITTER:	Anna Anderson
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Signature:	/Anna Anderson/
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Date:	06/15/2011
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Total Attachments: 2 source=Name Change - Tremor Media to Tremor Video#page1.tif source=Name Change - Tremor Media to Tremor Video#page2.tif
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Delaware

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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 "TREMOR MEDIA, INC.", CHANGING ITS NAME FROM "TREMOR MEDIA, INC." TO "TREMOR VIDEO, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 2011, AT 1:39 O'CLOCK P.M.

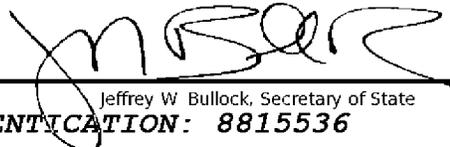
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4065603 8100

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8815536

DATE: 06-07-11

TRADEMARK
REEL: 004563 FRAME: 0117

**CERTIFICATE OF AMENDMENT TO THE
FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
TREMOR MEDIA, INC.**

Tremor Media, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is Tremor Media, Inc.

SECOND: That this corporation was originally incorporated pursuant to the General Corporation Law on September 1, 2006, under the name Tremor Media, Inc.

THIRD: That the Board of Directors of the Corporation duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor:

RESOLVED, that the First Article of the Company's Fifth Amended and Restated Certificate of Incorporation (the "Charter"), be amended to read in its entirety as follows:

"FIRST: The name of this corporation is Tremor Video, Inc. (the "**Corporation**")."

FOURTH: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law of the State of Delaware with written notice to be given to those stockholders who did not consent as provided in that section.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation to be signed by its President this 7th day of June, 2011.

/s/ William Day
William Day, President