

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM304343

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Optimal, LLC		12/31/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Brand Networks, LLC		
Street Address:	180 Canal Street		
Internal Address:	Suite 600		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02114		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4022867	OPTIM.AL	
Registration Number:	4022206	XA.NET	
CORRESPONDENCE DATA			
Fax Number:	2128594000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-859-8000		
Email:	teas@ffhsj.com,jason.greenberg@friedfrank.com		
Correspondent Name:	Jason Greenberg		
Address Line 1:	One New York Plaza		
Address Line 2:	Fried Frank LLP		
Address Line 4:	New York, NEW YORK 10004		
ATTORNEY DOCKET NUMBER:	10026-337 GREENBERG		
NAME OF SUBMITTER:	Jason Greenberg		
SIGNATURE:	/JG/		
DATE SIGNED:	05/13/2014		
Total Attachments: 3			

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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 MERGER, WHICH MERGES:

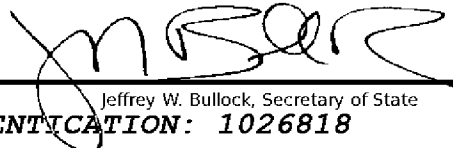
"OPTIMAL, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "BRAND NETWORKS, LLC" UNDER THE NAME OF "BRAND NETWORKS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 3:51 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2014, AT 12:01 O'CLOCK A.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1026818

DATE: 01-02-14

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

TRADEMARK
REEL: 005278 FRAME: 0990

**CERTIFICATE OF MERGER
OF
OPTIMAL, LLC
INTO
BRAND NETWORKS, LLC**

Under Section 18-209 of the Delaware Limited Liability Company Act (the "Act").

The undersigned does hereby certify:

FIRST: The name, jurisdiction of formation and entity type of each of the constituent entities in the merger is as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Entity Type</u>
Optimal, LLC	Delaware	limited liability company
Brand Networks, LLC	Delaware	limited liability company

SECOND: An agreement of merger (the "Merger Agreement") between Optimal, LLC ("Optimal") and Brand Networks, LLC ("Brand") has been approved and executed by Optimal and Brand in accordance with the requirements of Section 18-209(b) of the Act.

THIRD: The name of the surviving limited liability company is Brand Networks, LLC (the "Surviving LLC").

FOURTH: The merger between Optimal and Brand is to be effective as of 12:01 am (Eastern Time) on January 1, 2014.

FIFTH: The Certificate of Formation of Brand, as in effect immediately prior to the effective time of the merger, shall be the Certificate of Formation of the Surviving LLC.

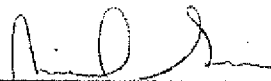
SIXTH: The executed Merger Agreement is on file at the following place of business of the Surviving LLC: c/o Brand Networks, Inc., 180 Canal Street, Boston, Massachusetts 02114.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of the Surviving LLC or any person holding an interest in Optimal.


IN WITNESS WHEREOF, this certificate has been subscribed this 31st day of December, 2013, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Brand Networks LLC
(a Delaware limited liability company)

By: Brand Networks Midco, LLC,
its Sole Member

By 
Name: Michael Garsin
Title: CTO

Optimal, LLC
(a Delaware limited liability company)

By 
Name: Michael Garsin
Title: Vice President

[Signature Page to Certificate of Merger]

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