

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309971

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/24/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EveryScreen Media, Inc.		06/24/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ESM Acquisition II, LLC		
Street Address:	37 East 18th St., 9th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10003		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4357800	HOUSTON	
Registration Number:	4357798	EVERYSCREEN	
CORRESPONDENCE DATA			
Fax Number:	2028427899		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2028427800		
Email:	trademarks@cooley.com		
Correspondent Name:	Peter J. Willsey, Cooley LLP		
Address Line 1:	1299 Pennsylvania Avenue, NW, Suite 700		
Address Line 4:	Washington, D.C. 20004		
ATTORNEY DOCKET NUMBER:	318298-20000		
NAME OF SUBMITTER:	Susan Mobley		
SIGNATURE:	/Susan Mobley/		
DATE SIGNED:	07/08/2014		
Total Attachments: 2			
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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 MERGER, WHICH MERGES:

"EVERYSCREEN MEDIA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ESM ACQUISITION II, LLC" UNDER THE NAME OF "ESM ACQUISITION II, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 2013, AT 6:22 O'CLOCK P.M.


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

5353255 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0538394

DATE: 06-25-13

TRADEMARK
REEL: 005318 FRAME: 0432

CERTIFICATE OF MERGER

MERGING

**EVERYSCREEN MEDIA, INC.
A DELAWARE CORPORATION**

WITH AND INTO

**ESM ACQUISITION II, LLC
A DELAWARE LIMITED LIABILITY COMPANY**

Pursuant to Section 264(c) of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act

FIRST: The name of the limited liability company is ESM Acquisition II, LLC, a Delaware limited liability company ("**Company**") and the name of the corporation is EveryScreen Media, Inc., a Delaware corporation ("**Merger Sub**").

SECOND: A Merger Agreement and Plan of Reorganization dated as of June 21, 2013 (the "**Merger Agreement**"), by and among Media6Degrees Inc., a Delaware corporation, Merger Sub, Company and certain other parties named therein, setting forth the terms and conditions of the merger of Merger Sub with and into Company (the "**Merger**"), has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware General Corporation Law.

THIRD: The name of the surviving entity in the Merger (the "**Surviving Company**") shall be ESM Acquisition II, LLC.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Company at the following address:

37 East 18th Street, 9th Floor
New York, NY 10003

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder of the Merger Sub or any member of the Company.

IN WITNESS WHEREOF, Company has caused this Certificate of Merger to be signed by an authorized person, the 21st day of June, 2013.

By: /s/ Tom Phillips

Name: Tom Phillips

Title: Manager