

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM335012

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/24/2014
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Keynote DeviceAnywhere, Inc.		12/24/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Keynote Systems, Inc.
Street Address:	777 Mariners Island Blvd.
City:	San Mateo
State/Country:	CALIFORNIA
Postal Code:	94404
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3974252	DEMOANYWHERE
Registration Number:	3974251	DEVICEANYWHERE
Registration Number:	3984775	DEVICEANYWHERE PROOF CENTER
Registration Number:	3984776	DEVICEANYWHERE TEST CENTER
Registration Number:	4005282	MONITORANYWHERE

CORRESPONDENCE DATA

Fax Number: 3128622200

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.

Phone: 312-862-6371

Email: renee.prescan@kirkland.com

Correspondent Name: Renee Prescan

Address Line 1: 300 North LaSalle Street

Address Line 2: Kirkland & Ellis LLP

Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	36774-166 RMP
NAME OF SUBMITTER:	Renee M. Prescan
SIGNATURE:	/Renee M. Prescan/

DATE SIGNED:	03/13/2015
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Total Attachments: 4

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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 OWNERSHIP, WHICH MERGES:

"KEYNOTE DEVICEANYWHERE, INC.", A DELAWARE CORPORATION, WITH AND INTO "KEYNOTE SYSTEMS, INC." UNDER THE NAME OF "KEYNOTE SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2014, AT 3:50 O'CLOCK P.M.

3064622 8100M

150353943




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2197451

DATE: 03-13-15

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

TRADEMARK
REEL: 005477 FRAME: 0339

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

KEYNOTE DEVICEANYWHERE, INC.

WITH AND INTO

KEYNOTE SYSTEMS, INC.

(Pursuant to Section 253 of the Delaware General Corporation Law)

Keynote Systems, Inc., a Delaware corporation (the "**Company**"), does hereby certify that:

1. The Company is organized and existing under the General Corporation Law of the State of Delaware.
2. The Company owns 100% of the outstanding shares of each class of the capital stock of Keynote DeviceAnywhere, Inc., a Delaware corporation (the "**Subsidiary**").
3. On December 23, 2014, the board of directors of the Company adopted the following resolutions, providing for the merger of the Subsidiary with and into the Company, with the Company as the surviving corporation (the "**Merger**"), which resolutions have not been amended or rescinded and are in full force and effect:

WHEREAS: Keynote DeviceAnywhere, Inc. (the "**Subsidiary**") is a corporation duly organized and existing under the laws of the State of Delaware is a wholly-owned subsidiary of the Company; and

WHEREAS: The Company seeks to merge the Subsidiary into the Company, with the Company as the surviving corporation in the merger pursuant to Section 253 of the DGCL (the "**Merger**") and to cancel all of the outstanding capital stock of the Subsidiary as a result of the Merger.

NOW THEREFORE BE IT RESOLVED: That the Board of Directors of the Company (the "**Board**") hereby authorizes the Merger and the assumption by the Company of the Subsidiary's liabilities and obligations.

RESOLVED FURTHER: That the Board hereby adopts and approves the Plan of Short Form Merger and Reorganization by and between the Company and the Subsidiary as presented to the Board.

RESOLVED FURTHER: That the outstanding shares of capital stock of the Subsidiary shall be canceled and extinguished in the Merger and no consideration issued in exchange therefore.

RESOLVED FURTHER: That the Merger shall be effective upon filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

RESOLVED FURTHER: That upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware, the Certificate of Incorporation and the Bylaws of the Company in effect immediately prior to the effectiveness of the Merger shall be the Company's Certificate of Incorporation and Bylaws.

RESOLVED FURTHER: That upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware, the directors and officers of the Company, as constituted immediately prior to the effectiveness of each such Merger, will be the directors and officers of the Company.

RESOLVED FURTHER: That the Merger is intended to qualify as a liquidation of the Subsidiary governed by Section 332 of the Internal Revenue Code of 1986, as amended (the “Code”) for United States federal and state income tax purposes, and these resolutions shall be, and are hereby, adopted as a “plan of liquidation” for purposes of Section 332 of the Code.


RESOLVED FURTHER: That the Board hereby authorizes and directs the appropriate officers of the Company, and each of them, to execute and file all documents, including the Certificate of Ownership and Merger, and to take all other actions which may be necessary or proper to effect each such Merger and hereby ratifies and confirms any and all actions taken heretofore to accomplish such purposes.

RESOLVED FURTHER: That, pursuant to Sections 253(c) and 251(d) of the Delaware General Corporation Law, at any time prior to the effective time of the Merger, the foregoing resolutions of merger may be amended, terminated or abandoned by the Board of Directors of the Company.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed in its corporate name by its duly authorized officer.

KEYNOTE SYSTEMS, INC.



Signature DAVID F. PETERSON

Name of signatory CFO

Title of signatory

12/23/14

Date of Execution

*Signature Page to Certificate of Ownership and Merger
Keynote Systems, Inc.*