

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM339983

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/01/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
APPNEXUS HOLDINGS I INC.		04/01/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	YIELDEX, INC.		
Street Address:	261 FIFTH AVENUE, 23RD FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4253080	YIELDEX	
Registration Number:	4221862	YIELDEX	
CORRESPONDENCE DATA			
Fax Number:	6175231231		
<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:	6175701000		
Email:	rthomas@goodwinprocter.com		
Correspondent Name:	Ryan E. Thomas		
Address Line 1:	Goodwin Procter LLP		
Address Line 2:	Exchange Place, 53 State Street		
Address Line 4:	Boston, MASSACHUSETTS 02109-2881		
ATTORNEY DOCKET NUMBER:	127853-238003		
NAME OF SUBMITTER:	Ryan E. Thomas		
SIGNATURE:	/RET/		
DATE SIGNED:	04/30/2015		
Total Attachments: 6			
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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:

"APPNEXUS HOLDINGS I INC.", A DELAWARE CORPORATION, WITH AND INTO "YIELDEX, INC." UNDER THE NAME OF "YIELDEX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2015, AT 2:51 O'CLOCK P.M.


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

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2256131

DATE: 04-01-15

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REEL: 005507 FRAME: 0587

CERTIFICATE OF MERGER

OF

**AppNexus Holdings I Inc.
(a Delaware corporation)**

WITH AND INTO

**YIELDEX, INC.
(a Delaware corporation)**

**PURSUANT TO SECTION 251 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, YieldEx, Inc., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger of AppNexus Holdings I Inc., a Delaware corporation ("Merger Sub"), with and into the Company (the "Merger"):

FIRST: The name and state of incorporation of each of the constituent corporations in the Merger are as follows:

<u>Name of Entity</u>	<u>State</u>
YieldEx, Inc.	Delaware
AppNexus Holdings I Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of March 18, 2015, by and among the Company, Merger Sub, AppNexus Inc., a Delaware corporation, AppNexus Holdings II LLC, a Delaware limited liability company, and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative of the Company Securityholders (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 (and with respect to Merger Sub, by written consent of its sole stockholder, and with respect to YieldEx, Inc., by written consent of its stockholders, in accordance with Section 228) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation shall be YieldEx, Inc. (the "Surviving Corporation").

FOURTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The Certificate of Incorporation of YieldEx, Inc., the Surviving Corporation, shall be amended in its entirety as set forth in Exhibit A attached hereto, and as such, shall

constitute the Certificate of Incorporation of the Surviving Corporation until thereafter amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at 261 Fifth Avenue, 23rd Floor, New York, NY 10016.

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

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the undersigned, a duly authorized officer of the Surviving Corporation, on behalf of the Surviving Corporation as of the 1st day of April, 2015.

YIELDEX, INC.

By: /s/ Andrew Nibley
Name: Andrew Nibley
Title: CEO

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

YIELDEX, INC.

FIRST: The name of this corporation is YieldEx, Inc.

SECOND: Its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose or purposes of the corporation is to carry on any and all business and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.0001 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation.

SIXTH: Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

SEVENTH:

- (A) The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the General Corporation Law of the State of Delaware ("General Corporation Law") or any other law of the State of Delaware is amended after approval by the stockholders of this Article Seventh to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.
- (B) To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which General Corporation Law permits the corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law. The corporation indemnity obligations set forth in this Article

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Seventh are primary and senior to any other indemnification obligations of any third party owed to any of the corporation's officers and directors.

- (C) Any repeal or modification of this Article Seventh shall only be prospective and shall not affect the rights under this Article Seventh in effect, in the case of Article Seventh (A), at the time of the alleged occurrence of any action or omission to act giving rise to liability, or in the case of Article Seventh (B), at the time of such amendment, repeal or modification.

EIGHTH: The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article Eighth.

NINTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.