

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM340002

| | | | |
|---|-------------------------------------|-------------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER AND CHANGE OF NAME | | |
| EFFECTIVE DATE: | 04/01/2015 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| YIELDEX, INC. | | 04/01/2015 | CORPORATION: DELAWARE |
| NEWLY MERGED ENTITY DATA | | | |
| Name | Execution Date | Entity Type | |
| APPNEXUS HOLDINGS II LLC | 04/01/2015 | LIMITED LIABILITY COMPANY: DELAWARE | |
| MERGED ENTITY'S NEW NAME (RECEIVING PARTY) | | | |
| Name: | APPNEXUS YIELDEX LLC | | |
| Street Address: | 28 WEST 23RD SREET, 4TH FLOOR | | |
| City: | NEW YORK | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10010 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: 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 | | |

OP \$65.00 4253080

| | |
|---|------------|
| SIGNATURE: | /RET/ |
| DATE SIGNED: | 05/01/2015 |
| Total Attachments: 4 source=Project Goldspike - Certificate of Merger (Merger 2) (3)#page1.tif source=Project Goldspike - Certificate of Merger (Merger 2) (3)#page2.tif source=Project Goldspike - Certificate of Merger (Merger 2) (3)#page3.tif source=Project Goldspike - Certificate of Merger (Merger 2) (3)#page4.tif | |

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:


"YIELDEX, INC.", A DELAWARE CORPORATION,
WITH AND INTO "APPNEXUS HOLDINGS II LLC" UNDER THE NAME OF "APPNEXUS YIELDEX LLC", A LIMITED LIABILITY COMPANY 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 4 O'CLOCK P.M.

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

5709550 8100M

150453098




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2256710

DATE: 04-01-15

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

TRADEMARK
REEL: 005507 FRAME: 0721

CERTIFICATE OF MERGER

OF

YIELDEX, INC.
(a Delaware corporation)

WITH AND INTO

AppNexus Holdings II LLC
(a Delaware limited liability company)

**PURSUANT TO SECTION 18-209(c) OF THE DELAWARE LIMITED LIABILITY
COMPANY ACT**

Pursuant to Section 18-209(c) of the Delaware Limited Liability Company Act, AppNexus Holdings II LLC, a Delaware limited liability company (the "Company"), hereby certifies the following information relating to the merger of YieldEx, Inc., a Delaware corporation ("Merger Sub"), with and into the Company (the "Merger"):

FIRST: The names and state of incorporation or formation, as applicable, of the entities in the Merger are as follows:

| <u>Name of Entity</u> | <u>State</u> |
|--------------------------|--------------|
| AppNexus Holdings II LLC | Delaware |
| YieldEx, 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 I Inc., a Delaware corporation, 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 Merger Sub and the Company, in accordance with the provisions of Section 18-209(c) of the Delaware Limited Liability Company Act and in accordance with the provisions of Section 228 and subsection (c) of Section 264 of the Delaware General Corporation Law.

THIRD: The name of the surviving limited liability company shall be AppNexus Holdings II LLC (the "Surviving LLC"). Upon the Merger becoming effective, the name of the Surviving LLC shall be changed to AppNexus YieldEx LLC.

FOURTH: The Certificate of Formation of the Company, as now in force and effect, shall continue to be the Certificate of Formation of the Surviving LLC (except as set forth in Article THIRD hereof, which shall control), until amended and changed pursuant to the provisions of the Delaware Limited Liability Law.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving LLC, which is as follows: AppNexus YieldEx LLC, c/o AppNexus Inc., 28 West 23rd Street, 4th Floor, New York, NY 10010.

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

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

