

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM397333

|   |                                    |                       |  |
|---|------------------------------------|-----------------------|--|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                     |                       |  |
| <b>NATURE OF CONVEYANCE:</b>  | MERGER                             |                       |  |
| <b>EFFECTIVE DATE:</b>  | 06/30/2016                         |                       |  |
| <b>CONVEYING PARTY DATA</b>   |                                    |                       |  |
| <b>Name</b>   | <b>Formerly</b>                    | <b>Execution Date</b> | <b>Entity Type</b>                     |
| EYEWONDER, LLC  |                                    | 06/24/2016            | Limited Liability Company:<br>DELAWARE |
| <b>RECEIVING PARTY DATA</b>   |                                    |                       |  |
| <b>Name:</b>  | Sizmek Technologies, Inc.          |                       |  |
| <b>Street Address:</b>  | 500 West 5th Street, Suite 900     |                       |  |
| <b>City:</b>  | Austin                             |                       |  |
| <b>State/Country:</b>   | TEXAS                              |                       |  |
| <b>Postal Code:</b>   | 78701                              |                       |  |
| <b>Entity Type:</b>   | Corporation: DELAWARE              |                       |  |
| <b>PROPERTY NUMBERS Total: 1</b>  |                                    |                       |  |
| <b>Property Type</b>  | <b>Number</b>                      | <b>Word Mark</b>      |  |
| <b>Registration Number:</b>   | 3010428                            | VIDEOSTITIAL          |  |
| <b>CORRESPONDENCE DATA</b>  |                                    |                       |  |
| <b>Fax Number:</b>  |                                    |                       |  |
| <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> |                                    |                       |  |
| <b>Email:</b>   | miskowitz@kilpatricktownsend.com   |                       |  |
| <b>Correspondent Name:</b>  | Mark Iskowitz, Kilpatrick Townsend |                       |  |
| <b>Address Line 1:</b>  | 1100 Peachtree Street, Suite 2800  |                       |  |
| <b>Address Line 4:</b>  | Atanta, GEORGIA 30309              |                       |  |
| <b>NAME OF SUBMITTER:</b>   | Mark Iskowitz, Kilpatrick Townsend |                       |  |
| <b>SIGNATURE:</b>   | /mji/                              |                       |  |
| <b>DATE SIGNED:</b>   | 09/02/2016                         |                       |  |
| <b>Total Attachments: 3</b>   |                                    |                       |  |
| source=Peer39--2016.06.30 Merger Certificate (DE file stamped copy)#page1.tif   |                                    |                       |  |
| source=Peer39--2016.06.30 Merger Certificate (DE file stamped copy)#page2.tif   |                                    |                       |  |
| source=Peer39--2016.06.30 Merger Certificate (DE file stamped copy)#page3.tif   |                                    |                       |  |

OP \$40.00 3010428

# Delaware

The First State

Page 1

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:

"PEER39 INC.", A DELAWARE CORPORATION,

"EYEWONDER, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "SIZMEK TECHNOLOGIES, INC." UNDER THE NAME OF "SIZMEK TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2016, AT 8:56 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2016 AT 6:01 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

3097054 8100M  
SR# 20164671994

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202576023  
Date: 06-28-16

**TRADEMARK**  
**REEL: 005869 FRAME: 0684**

**STATE OF DELAWARE  
CERTIFICATE OF MERGER**

**OF**

**PEER39 INC.,**  
a Delaware corporation,

**AND**

**EYEWONDER, LLC,**  
a Delaware limited liability company,

**INTO**

**SIZMEK TECHNOLOGIES, INC.,**  
a Delaware corporation

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law (the “DGCL”) and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the “Act”), the undersigned corporation has executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Sizmek Technologies, Inc., a Delaware corporation (the “Surviving Corporation”); and the name of the corporation and limited liability company being merged into the Surviving Corporation are Peer39 Inc., a Delaware corporation (the “Merging Corporation”) and EyeWonder, LLC, a Delaware limited liability company (the “Merging LLC”).

**SECOND:** An Agreement and Plan of Merger (the “Plan of Merger”) has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the DGCL.

**THIRD:** The name of the Surviving Corporation is Sizmek Technologies, Inc.

**FOURTH:** The Merger is to become effective as of 6:01 p.m., Eastern Time, on June 30, 2016.

**FIFTH:** The executed Plan of Merger is on file at the corporate office of the Surviving Corporation located at 500 West 5th Street, Suite 900, Austin, TX 78701.

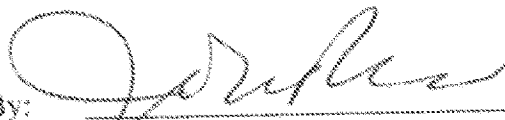
**SIXTH:** A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Merging Corporation or the Surviving Corporation, or to any member of the Merging LLC.

**SEVENTH:** The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by an authorized officer, this 24th day of June, 2016.

SURVIVING CORPORATION:

SIZMEK TECHNOLOGIES, INC.



By: \_\_\_\_\_

Name: John D. Palmer

Title: Secretary