

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM434903

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/15/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Financial Engines, Inc.		02/15/2010	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Financial Engines, Inc.		
Street Address:	1050 Enterprise Way		
Internal Address:	3rd Floor		
City:	Sunnyvale		
State/Country:	CALIFORNIA		
Postal Code:	94089		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2243063	FINANCIAL ENGINES	
Registration Number:	2177630	FINANCIAL ENGINES	
CORRESPONDENCE DATA			
Fax Number:	9136479057		
<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:	913-647-9050		
Email:	cdw@hoveywilliams.com		
Correspondent Name:	Andrew G. Colombo/Hovey Williams LLP		
Address Line 1:	10801 Mastin Blvd.		
Address Line 2:	Suite 1000		
Address Line 4:	Overland Park, KANSAS 66210		
NAME OF SUBMITTER:	Andrew G. Colombo		
SIGNATURE:	/Andrew G. Colombo/		
DATE SIGNED:	07/13/2017		
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 MERGER, WHICH MERGES:

"FINANCIAL ENGINES, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "FINANCIAL ENGINES REINCORPORATION SUB, INC."
UNDER THE NAME OF "FINANCIAL ENGINES, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF
FEBRUARY, A.D. 2010, AT 1:48 O'CLOCK P.M.


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

4509017 8100M

100143655



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7812590

DATE: 02-15-10

TRADEMARK
REEL: 006104 FRAME: 0483

CERTIFICATE OF MERGER

OF

**Financial Engines, Inc.
(a California corporation)**

WITH AND INTO

**Financial Engines Reincorporation Sub, Inc.
(a Delaware corporation)**

Financial Engines Reincorporation Sub, Inc., a corporation organized and existing under the laws of Delaware, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:

(a) Financial Engines, Inc., a California corporation ("*Financial Engines California*"); and

(b) Financial Engines Reincorporation Sub, Inc., a Delaware corporation ("*Financial Engines Delaware*").

2. An Agreement and Plan of Merger, dated as of February 15, 2010 (the "*Merger Agreement*"), has been approved, adopted, certified, executed and acknowledged by each of Financial Engines California and Financial Engines Delaware in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The surviving corporation is Financial Engines Delaware whose name is changed to Financial Engines, Inc. (the "*Surviving Corporation*").

4. The Restated Certificate of Incorporation of Financial Engines Delaware shall be the Restated Certificate of Incorporation of the Surviving Corporation except that Article I of the Restated Certificate of Incorporation of the Surviving Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I

The name of this corporation is Financial Engines, Inc. (the "*Corporation*")."

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 1804 Embarcadero Road, Palo Alto, California 94303.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of Financial Engines California or stockholder of Financial Engines Delaware.

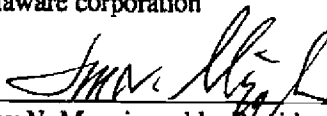
7. The authorized capital stock of Financial Engines California is 71,842,000 shares, including 47,650,000 shares of Common Stock, \$0.0001 par value per share, and 24,192,000 shares of Preferred Stock, \$0.0001 value per share, of which 1,030,006 shares are designated as Series A Preferred Stock, 3,445,858 shares are designated Series B Preferred Stock, 3,123,573 shares are designated Series C Preferred Stock, 3,800,000 shares are designated Series D Preferred Stock, 7,592,000 shares are designated Series E Preferred Stock and 4,000,000 are designated Series F Preferred Stock.

8. This Certificate of Merger shall become effective upon the filing hereof with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Financial Engines Reincorporation Sub, Inc. has caused this certificate to be signed by the undersigned officer, thereunto duly authorized, on February 15, 2010.

**FINANCIAL ENGINES REINCORPORATION
SUB, INC.,**
a Delaware corporation

By:



Jeffrey N. Maggioncalda, President and
Chief Executive Officer