

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM441193

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	02/15/2010		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Financial Engines, Inc.		02/15/2010	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Financial Engines, Inc.		
<b>Street Address:</b>	1050 Enterprise Way		
<b>Internal Address:</b>	3rd Floor		
<b>City:</b>	Sunnyvale		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94089		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2538055	INVESTOR CENTRAL	
<b>Registration Number:</b>	3655807	RETIREMENT HELP FOR LIFE	
<b>Registration Number:</b>	3684269		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Phone:</b>	913-647-9050		
<b>Email:</b>	cdw@hoveywilliams.com		
<b>Correspondent Name:</b>	Andrew G. Colombo/Hovey Williams LLP		
<b>Address Line 1:</b>	10801 Mastin Blvd.		
<b>Address Line 2:</b>	Suite 1000		
<b>Address Line 4:</b>	Overland Park, KANSAS 66210		
<b>NAME OF SUBMITTER:</b>	Andrew G. Colombo		
<b>SIGNATURE:</b>	/Andrew G. Colombo/		
<b>DATE SIGNED:</b>	08/29/2017		
<b>Total Attachments: 4</b>			

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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.

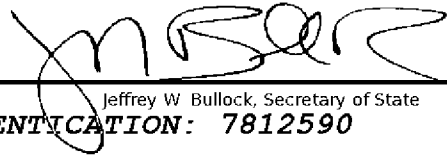
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

4509017 8100M

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7812590  
DATE: 02-15-10

TRADEMARK  
REEL: 006141 FRAME: 0576

**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.

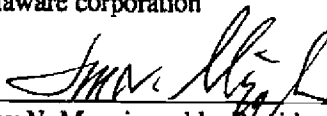
8. This Certificate of Merger shall become effective upon the filing hereof with the Secretary of State of the State of Delaware.

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**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:



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Jeffrey N. Maggioncalda, President and  
Chief Executive Officer