

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM469179

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	07/14/2017

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
nToggle, Inc.		07/14/2017	Corporation: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	The Rubicon Project, Inc.
<b>Street Address:</b>	12181 Bluff Creek Drive, 4th Floor
<b>City:</b>	Playa Vista
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90094
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
<b>Serial Number:</b>	87037197	NROUTE
<b>Registration Number:</b>	4928933	NTOGGLE
<b>Registration Number:</b>	4928932	NTOGGLE

**CORRESPONDENCE DATA**

Fax Number: 9497609502

*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.*

Phone: 3105513450

Email: efilings@knobbe.com

Correspondent Name: Jonathan A. Hyman

Address Line 1: 2040 Main Street, 14th Floor

Address Line 4: Irvine, CALIFORNIA 92614

<b>NAME OF SUBMITTER:</b>	Jonathan A. Hyman
<b>SIGNATURE:</b>	/jhh/
<b>DATE SIGNED:</b>	04/10/2018

**Total Attachments: 4**

source=nToggle Inc.-DE-Merger (Discontinuing Company)#page1.tif

source=nToggle Inc.-DE-Merger (Discontinuing Company)#page2.tif

source=nToggle Inc.-DE-Merger (Discontinuing Company)#page3.tif

OP \$90.00 87037197



# 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 OWNERSHIP, WHICH MERGES:

"NTOGGLE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "THE RUBICON PROJECT, INC." UNDER THE NAME OF "THE RUBICON PROJECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JULY, A.D. 2017, AT 2:48 O`CLOCK P.M.

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

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



  
Jeffrey W. Bullock, Secretary of State

4338545 8100M  
SR# 20175243652

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

Authentication: 202887268  
Date: 07-14-17

TRADEMARK  
REEL: 006346 FRAME: 0191

**CERTIFICATE OF OWNERSHIP AND MERGER  
MIRRORING  
NTOGGLE, INC.  
INTO  
THE RUBICON PROJECT, INC.**

(PURSUANT TO SECTION 253 OF THE  
GENERAL CORPORATION LAW OF DELAWARE)

The Rubicon Project, Inc., a corporation incorporated on April 20, 2007, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Company"), **DOES HEREBY CERTIFY:**

**FIRST:** That the Company owns 100% of the capital stock of nToggle, Inc., a corporation incorporated on September 17, 2014, pursuant to the provisions of the General Corporation Law of the State of Delaware and that the Company, by resolutions adopted by its Board of Directors on July 10, 2017, determined to merge into itself said nToggle, Inc., and did adopt the following resolutions:

WHEREAS the Company lawfully owns 100% of the outstanding capital stock of nToggle, Inc., a Delaware corporation ("nToggle"); and

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to merge nToggle with and into the Company, with the Company surviving and being possessed of all the estate, property, rights, privileges and franchises of nToggle.

NOW, THEREFORE, BE IT RESOLVED, that the Company merge nToggle with and into itself, with the Company surviving and being possessed of all the estate, property, rights, privileges and franchises of nToggle.

FURTHER RESOLVED, that an authorized officer of this Corporation be, and hereby is, directed to make and execute a certificate of ownership and merger setting forth a copy of the resolutions to merge nToggle and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the officers of this Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

**SECOND:** The merger shall be effective at the time of filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

**THIRD:** The merger has been approved by the holders of at least a majority of the outstanding shares of stock of nToggle by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

[SIGNATURE ON THE FOLLOWING PAGE]

**IN WITNESS WHEREOF**, this Certificate has been executed as of July 14, 2017. The undersigned declares under penalty of perjury that the matters set out in the foregoing Certificate are true and correct of his own knowledge.

**THE RUBICON PROJECT, INC.,**  
a Delaware corporation

By: /s/ Jonathan Feldman  
Jonathan Feldman  
Assistant Secretary