

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Sonic Software Corporation		10/31/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Progress Software Corporation
Street Address:	14 Oak Park
City:	Bedford
State/Country:	MASSACHUSETTS
Postal Code:	01730
Entity Type:	CORPORATION: MASSACHUSETTS

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2805032	SONICSYNERGY
Registration Number:	2802543	SONICSYNERGY

**CORRESPONDENCE DATA**

Fax Number: (781)280-4035  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 781-280-4000  
 Email: pchestek@progress.com  
 Correspondent Name: Pamela S. Chestek  
 Address Line 1: 14 Oak Park  
 Address Line 4: Bedford, MASSACHUSETTS 01730

ATTORNEY DOCKET NUMBER:	SONIC TO PSC
NAME OF SUBMITTER:	Shawna Sheehan
Signature:	/Shawna Sheehan/

**TRADEMARK**

OP \$65.00 2805032

Date:

03/19/2008

**Total Attachments: 5**

source=DE Sonic Merger Certified Copy#page1.tif

source=DE Sonic Merger Certified Copy#page2.tif

source=DE Sonic Merger Certified Copy#page3.tif

source=DE Sonic Merger Certified Copy#page4.tif

source=DE Sonic Merger Certified Copy#page5.tif

# Delaware

PAGE 1

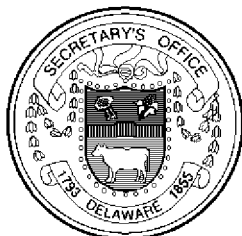
*The First State*

I, HARRIET SMITH WINDSOR, 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:

"SONIC SOFTWARE CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "PROGRESS SOFTWARE CORPORATION" UNDER THE NAME OF "PROGRESS SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF NOVEMBER, A.D. 2007, AT 8:46 O'CLOCK A.M.

4450844 8100M

071178297



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6126268

DATE: 11-01-07

TRADEMARK  
REEL: 003742 FRAME: 0771

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**SONIC SOFTWARE CORPORATION**

**INTO**

**PROGRESS SOFTWARE CORPORATION**

(Subsidiary into parent pursuant to Section 253 of  
the General Corporation Law of Delaware)

\* \* \* \* \*

Progress Software Corporation, a corporation incorporated on the 31st day of December, 1981 pursuant to the provisions of the General Corporation Laws of the Commonwealth of Massachusetts (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That this Corporation owns 100% of the capital stock of Sonic Software Corporation, a corporation incorporated on the 16th day of August, 2000 pursuant to the provisions of the Delaware General Corporation Law and that this Corporation, by resolutions of its Board of Directors duly adopted by unanimous written consent dated as of October 31, 2007, determined to merge into itself said Sonic Software Corporation, which resolutions are as follows:

**RESOLVED:** That the Agreement and Plan of Merger substantially in the form attached hereto as Exhibit A (the "Merger Agreement"), by and between the Corporation and Sonic Software Corporation, a Delaware corporation and wholly-owned subsidiary of the Corporation ("Sonic"), be and it hereby is, adopted and approved, which Merger Agreement provides for, among other things, the merger of Sonic with and into the Corporation, with the Corporation as the surviving entity (the "Merger").

**RESOLVED:** That the Chief Executive Officer, the Senior Vice President, Finance and Administration and Chief Financial Officer, the Vice President and Corporate Controller, and the Senior Vice President and General Counsel of the Corporation (collectively, the "Authorized Officers") be, and each of them hereby is, authorized to execute and deliver the Merger Agreement, with such changes thereto as the officer so acting may approve, the officer's execution thereof to be conclusive evidence of the officer's

approval of any such change and of the officer's authority to execute the Merger Agreement.

**RESOLVED:** That the Corporation intends that the Merger be a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue Code.

**RESOLVED:** That, at such time as the Authorized Officers deem it appropriate after completion of all winding-down activities, each or any of them shall determine to be necessary, appropriate or desirable for the Merger, the Authorized Officers be, and each of them hereby is, authorized to execute and file a Certificate of Ownership and Merger in connection with the Merger, for and on behalf of the Corporation, with the Secretary of State of the State of Delaware and Articles of Merger in connection with the Merger, for and on behalf of the Corporation with the Secretary of State of the Commonwealth of Massachusetts, along with the proper filing fee(s); further, each of the Authorized Officers of the Corporation are authorized to file, if necessary, the necessary documentation and pay the proper filing fee(s) to effectuate the Merger in any other jurisdiction(s); and that the Authorized Officers of the Corporation be, and they hereby are and each of them hereby is, authorized to execute and deliver all such other documents and to take all such other actions as any such Authorized Officer determines to be necessary, appropriate or desirable, in connection therewith, the execution and delivery of any such documents and the taking of any such action by any such Authorized Officer to be conclusive evidence of such determination.

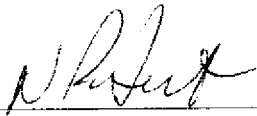
**RESOLVED:** To authorize, empower and direct the Authorized Officers, and each of them acting singly, (i) to execute and deliver in the name of and on behalf of the Corporation any and all documents referred to in any of the above resolutions and any and all additional documents, including, without limitation, agreements, certificates and other instruments necessary to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any said Authorized Officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action in the name of and on behalf of the Corporation as may in the judgment of the Authorized Officer so acting be necessary or desirable in connection with, or in the furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, and the execution and delivery of any such document, agreement, certificate, or other instrument or the taking of any such action shall conclusively establish such Authorized Officer's authority hereunder to so act.

**SECOND:** That this Corporation surviving the merger agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Sonic Software Corporation as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 14 Oak Drive, Bedford, Massachusetts 01730.

[Signature Page Follows]

**IN WITNESS WHEREOF**, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 31<sup>st</sup> day of October, 2007.

PROGRESS SOFTWARE  
CORPORATION

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

Name: Norman R. Robertson

Title: Senior Vice President Finance  
and Administration and CFO

LIBC/3144222.2