

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/03/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LogicTools, Inc.		07/31/2007	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	ILOG, INC.
Street Address:	1195 West Fremont Ave
City:	Sunnyvale
State/Country:	CALIFORNIA
Postal Code:	94087-3832
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2202397	LOGICTOOLS
Registration Number:	2756081	LOGICTOOLS
Registration Number:	2258240	LOGICNET
Registration Number:	2740360	LOGICNET PLUS

CORRESPONDENCE DATA

Fax Number: (646)728-6272
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 596-9278
 Email: erica.fischer@ropesgray.com, emilia.cannella@ropesgray.com,
 erin.dugan@ropesgray.com
 Correspondent Name: Erica M. Fischer, Esq. c/o ROPES & GRAY
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ATTORNEY DOCKET NUMBER:	ILOC-TIP
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CH \$115.00 2202397

NAME OF SUBMITTER:	Erica M. Fischer, Esq.
Signature:	/erica fischer/
Date:	10/31/2008
Total Attachments: 5 source=ILOG INC-LOGICTOOLS Articles of Merger#page1.tif source=ILOG INC-LOGICTOOLS Articles of Merger#page2.tif source=ILOG INC-LOGICTOOLS Articles of Merger#page3.tif source=ILOG INC-LOGICTOOLS Articles of Merger#page4.tif source=ILOG INC-LOGICTOOLS Articles of Merger#page5.tif	

FORM BCA 11.25 (rev. Dec. 2003)
**ARTICLES OF MERGER,
 CONSOLIDATION OR EXCHANGE**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-6881
 www.cyberdriveillinois.com

FILED

AUG - 3 2007

JESSE WHITE
 SECRETARY OF STATE

Remit payment in the form of a check or money order payable to the Secretary of State.

The filing fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

File # 5849-914-5 Filing Fee: \$ 100.00 Approved: [Signature]
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~consolidate~~ and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>ILOG, Inc.</u>	<u>California</u>	<u>C1819960</u>
<u>LogicTools, Inc.</u>	<u>Illinois</u>	<u>58499145</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~corporation~~ ^{surviving} corporation: ILOG, Inc.
 (b) It shall be governed by the laws of: California

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~XXXXXXXXXX~~

See attached sheet.

5. Plan of ~~consolidation~~^{merger} was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of Incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
LogicTools, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Completes this item if reporting a merger under § 11.50—80% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was April 26, 2007
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated July 31, 2007
(Month & Day) (Year)

Kim J. Funk
(Any authorized officer's signature)

Kim Funk, Secretary
(Type or Print Name and Title)

ILCG, Inc.
(Exact Name of Corporation)

Dated July 31, 2007
(Month & Day) (Year)

Kim J. Funk
(Any authorized officer's signature)

Kim Funk, Vice Pres. and Secretary
(Type or Print Name and Title)

LogicTools, Inc.
(Exact Name of Corporation)

Dated _____, _____
(Month & Day) (Year)

(Any authorized officer's signature)

(Type or Print Name and Title)

C-105.10

PLAN OF MERGER

The Merger. At the Effective Time and upon the terms and subject to the conditions of the Agreement and Plan of Merger, dated as of April 26, 2007, by and between ILOG, Inc., a California corporation ("ILOG"), and LogicTools, Inc., an Illinois corporation and wholly-owned subsidiary of ILOG ("LogicTools"), LogicTools shall be merged with and into ILOG (the "Merger"), the separate existence of LogicTools shall cease and ILOG shall continue as the surviving corporation of the Merger (the "Surviving Corporation") under the corporate name it had immediately prior to the Merger and shall succeed to and assume all the rights, powers and privileges and be subject to all the obligations of LogicTools in accordance with the Illinois Compiled Statutes (the "ILCS") and the California General Corporation Law (the "CGCL").

Effective Time. The Merger shall become effective upon filing.

Effects of the Merger. At the Effective Time, the effects of the Merger shall be as provided in the Merger Agreement, the Articles of Merger and the applicable provisions of the ILCS and the CGCL. Without limiting the generality of the foregoing, at the Effective Time, all the property, rights, privileges, powers and franchises of LogicTools and ILOG shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of LogicTools and ILOG shall become the debts, liabilities, duties and obligations of the Surviving Corporation.

Articles of Incorporation of the Surviving Corporation. At the Effective Time, the Articles of Incorporation of ILOG in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law and such Articles of Incorporation.

Conversion of Shares. At the Effective Time, by virtue of the Merger and without further action on the part of ILOG or LogicTools, each share of capital stock of LogicTools issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and shall cease to exist, and no consideration shall be delivered in exchange therefore. The outstanding shares of ILOG shall remain outstanding and are not effected by the Merger.