

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/02/2006		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Noble Acquisition Corp.		02/02/2006
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Neon Systems, Inc.		
Street Address:	14 Oak Park		
City:	Bedford		
State/Country:	MASSACHUSETTS		
Postal Code:	01730		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	1828093	SHADOW
CORRESPONDENCE DATA			
Fax Number:	(781)280-4035		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	781-280-4000		
Email:	trademarks@progress.com		
Correspondent Name:	Peter E. Markman		
Address Line 1:	14 Oak Park		
Address Line 4:	Bedford, MASSACHUSETTS 01730		
ATTORNEY DOCKET NUMBER:	DATA-613 - SHADOW		
NAME OF SUBMITTER:	Shawna Sheehan		
Signature:	/ssheehan/		

OP \$40.00 1828093

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TRADEMARK
 REEL: 004617 FRAME: 0040

Date:

09/02/2011

Total Attachments: 9

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Delaware

PAGE 1

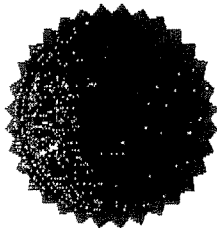
The First State

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:

"NOBLE ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "NEON SYSTEMS, INC." UNDER THE NAME OF "NEON SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF FEBRUARY, A.D. 2006, AT 4:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF FEBRUARY, A.D. 2006, AT 5 O'CLOCK P.M.

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



2336550 8100M

060102371

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4497891

DATE: 02-03-06

TRADEMARK
REEL: 004617 FRAME: 0042

IN WITNESS WHEREOF, Noble Acquisition Corp. has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer as of February 2, 2006.

NOBLE ACQUISITION CORP.

By: /s/ Norman R. Robertson
Name: Norman R. Robertson
Title: Treasurer

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:22 PM 02/02/2006
FILED 04:19 PM 02/02/2006
SRV 060102371 - 2336550 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
OF
NOBLE ACQUISITION CORP.
WITH AND INTO
NEON SYSTEMS, INC.


Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Noble Acquisition Corp., a Delaware corporation (the "Corporation"), does hereby certify in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and in connection with the merger (the "Merger") of the Corporation with and into NEON Systems, Inc., a Delaware corporation ("NEON"), as follows:

- FIRST: The Corporation and NEON are each incorporated pursuant to the DGCL and are the constituent corporations in the Merger.
- SECOND: The Board of Directors of the Corporation, by resolutions adopted on December 19, 2005, has authorized the Merger. A true copy of such resolutions is attached hereto as Exhibit A, and such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
- THIRD: The Merger has been approved by Progress Software Corporation, the holder of all of the outstanding shares of capital stock of the Corporation, by written consent in accordance with Section 228(a) of the DGCL.
- FOURTH: The surviving corporation of the Merger (the "Surviving Corporation") shall be NEON Systems, Inc.
- FIFTH: The Certificate of Incorporation of the Surviving Corporation shall be superseded and replaced in its entirety with the Amended and Restated Certificate of Incorporation attached hereto as Exhibit B.
- SIXTH: The executed Agreement and Plan of Merger, dated as of December 19, 2005 (the "Merger Agreement"), by and between the Corporation, NEON and Progress Software Corporation, is on file at an office of the Surviving Corporation located at 14 Oak Park, Bedford, Massachusetts 01730 and a copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH: The Merger shall become effective at 5:00 p.m. Eastern Standard Time on February 2, 2006.

IN WITNESS WHEREOF, Noble Acquisition Corp. has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer as of February 2, 2006.

NOBLE ACQUISITION CORP.

By:  _____
Name:
Title:

RESOLUTIONS ADOPTED BY
THE BOARD OF DIRECTORS
OF
NOBLE ACQUISITION CORP.

December 19, 2005

RESOLVED: That the Board of Directors hereby approves and adopts the Agreement and Plan of Merger (the "Merger Agreement") by and among the Corporation, Progress Software Corporation, a Massachusetts corporation ("Progress") and NEON Systems, Inc., a Delaware corporation ("NEON"), which shall be substantially in the form presented to the Board of Directors and which is hereby ordered to be filed with the minutes of this meeting, and that following the approval and adoption by the stockholder of the Corporation of the Merger Agreement, the officers of the Corporation be, and they hereby are, and each of them acting singly hereby is, authorized to negotiate, execute and deliver such Merger Agreement for and on behalf of the Corporation and in its name, with such changes thereto as such officers, or any of them, shall approve, the execution of such Merger Agreement by such officers, or any of them, to be conclusive evidence of the authorization by such officers, or any of them, of the approval of any such change, and of the authorization by such officers, or any of them, of the execution and delivery of such Merger Agreement.

RESOLVED: That the merger (the "Merger") of the Corporation with and into NEON, with NEON continuing as the surviving corporation of the Merger (the "Surviving Corporation") and a wholly owned subsidiary of Progress, upon the terms and subject to the conditions set forth in the Merger Agreement, which terms and conditions include, among other things, (i) that each share of common stock of NEON issued and outstanding immediately prior to the consummation of the Merger (the "Effective Time"), other than any shares of common stock of NEON that are (A) held by NEON as treasury stock or owned by NEON, Progress or any of their respective subsidiaries and (B) held by a holder who has demanded and perfected appraisal rights for such shares in accordance with the Delaware General Corporation Law and has not effectively withdrawn or lost such rights, will be canceled and extinguished and automatically converted into the right to receive \$6.20 in cash, without interest, (ii) that each share of common stock of the Corporation issued and outstanding immediately prior to the Effective Time shall be converted into one validly issued, fully paid and nonassessable share of common stock, \$0.001 par value per share, of the Surviving Corporation, (iii) that following the Effective Time, each certificate evidencing ownership of shares of the Corporation (all of which shares of the Corporation are owned and held by Progress) shall evidence ownership of such shares of capital stock of the

Surviving Corporation, (iv) that the Certificate of Incorporation of the Surviving Corporation shall be in the form of the Certificate of Incorporation of the Corporation as in effect immediately prior to the Effective Time, and (v) that the Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended, is hereby approved.

RESOLVED: That the Board of Directors hereby declares the advisability of the Merger Agreement and recommends that the stockholder of the Corporation approve and adopt the Merger Agreement.

RESOLVED: That the Merger Agreement be submitted to the stockholder of the Corporation for the purpose of acting on said Agreement.

RESOLVED: That the officers of this Corporation be, and they hereby are, and each of them acting singly hereby is, authorized, for and on behalf of this Corporation and in its name, to execute, acknowledge, seal and deliver all such other agreements, certificates, documents and instruments, including the Certificate of Merger contemplated by the Merger Agreement, and to take such other action as they or any of them shall deem necessary, desirable or appropriate in order to consummate the transactions described in and contemplated by the Merger Agreement or to otherwise carry out the intent and purpose of any of the foregoing resolutions.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NEON SYSTEMS, INC.

FIRST: The name of the corporation (the "Corporation") is NEON Systems, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware, 19801, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock that the Corporation has the authority to issue shall be 1,000 shares of common stock ("Common Stock"), each of which shall have a par value of \$0.001, amounting to an aggregate par value of \$1.00.

FIFTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided that:

(a) Subject to the limitations and exceptions, if any, contained in the by-laws of the Corporation, such by-laws may be adopted, amended or repealed by the board of directors of the Corporation; and

(b) Elections of directors need not be by written ballot unless, and only to the extent, otherwise provided in the by-laws of the Corporation; and

(c) Subject to any applicable requirements of law, the books of the Corporation may be kept outside the State of Delaware at such location or locations as may be designated by the board of directors of the Corporation or in the by-laws of the Corporation; and

(d) Except as provided to the contrary in the provisions establishing a class of stock, the number of authorized shares of such class may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, voting as a single class.

SIXTH: The Corporation shall indemnify each person who at any time is, or shall have been, a director or officer of the Corporation and was or is a party or is threatened to be

made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred in connection with any such action, suit or proceeding, to the maximum extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such director or officer may be entitled, under any by-law, agreement, vote of directors or stockholders or otherwise. No amendment to or repeal of the provisions of this Article SIXTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article SIXTH, shall deprive a director or officer of the benefit hereof with respect to any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article SIXTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision. In furtherance of and not in limitation of the foregoing, the Corporation shall advance expenses, including attorneys' fees, incurred by an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such advances if it shall be ultimately determined that he is not entitled to be indemnified by the Corporation. Notwithstanding the foregoing, the Corporation shall not be required to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person unless such proceeding was authorized by the board of directors of the Corporation.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages arising out of such director's breach of fiduciary duty as a director of the Corporation, except to the extent that the elimination or limitation of such liability is not permitted by the General Corporation Law of the State of

Delaware, as the same exists or may hereafter be amended. No amendment to or repeal of the provisions of this Article EIGHTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article EIGHTH, shall deprive any director of the Corporation of the benefit hereof with respect to any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the General Corporation Law of the State of Delaware and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.