

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/02/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	PROS REVENUE MANAGEMENT, L.P.		07/02/2012
			LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	PROS, INC.		
Street Address:	3100 Main Street, Suite 900		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77022		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	3416897	PROS
	Registration Number:	2625753	PROS REVENUE MANAGEMENT
CORRESPONDENCE DATA			
Fax Number:	3128637806		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	312-863-7198		
Email:	nancy.brougher@goldbergekohn.com		
Correspondent Name:	Nancy Brougher		
Address Line 1:	Goldberg Kohn Ltd.		
Address Line 2:	55 East Monroe Street, Suite 3300		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	1989.304		

OP \$65.00 3416897

NAME OF SUBMITTER:	Nancy Brougher
Signature:	/njb/
Date:	07/03/2012
Total Attachments: 4 source=PROS Certificate of Merger#page1.tif source=PROS Certificate of Merger#page2.tif source=PROS Certificate of Merger#page3.tif source=PROS Certificate of Merger#page4.tif	

Delaware

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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:

"PROS REVENUE II, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"PROS REVENUE I, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"PROS REVENUE MANAGEMENT, L.P.", A DELAWARE LIMITED PARTNERSHIP,


WITH AND INTO "PROS, INC." UNDER THE NAME OF "PROS, 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 JULY, A.D. 2012, AT 1:59 O'CLOCK P.M.

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

5169766 8100M

120798590




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9683790

DATE: 07-02-12

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004814 FRAME: 0017

CERTIFICATE OF MERGER

MERGING

PROS REVENUE I, LLC
(a Delaware limited liability company)

PROS REVENUE II, LLC
(a Delaware limited liability company)

and

PROS REVENUE MANAGEMENT, L.P.
(a Delaware limited partnership)

WITH AND INTO

PROS, INC.
(a Delaware corporation)

July 2, 2012

In compliance with the requirements of Sections 263 and 264 of the General Corporation Law of the State of Delaware, **PROS, Inc.**, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name and state of domicile of each of the constituent companies (the "*Constituent Companies*") are as follows:

PROS Revenue I, LLC	A limited liability company organized and existing under the laws of the State of Delaware;
PROS Revenue II, LLC	A limited liability company organized and existing under the laws of the State of Delaware;
PROS Revenue Management, L.P.	A limited partnership organized and existing under the laws of the State of Delaware; and
PROS, Inc.	A corporation organized and existing under the laws of the State of Delaware.

2. An Agreement and Plan of Merger (the "*Plan of Merger*") has been duly approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with Sections 263 and 264 of the General Corporation Law of the State of Delaware, providing for the merger of each of PROS Revenue I, LLC, PROS Revenue II, LLC and PROS Revenue Management, L.P. with and into PROS, Inc.

3. The name of the surviving corporation is "PROS, Inc." (the "*Surviving Corporation*"). The certificate of incorporation of PROS, Inc. shall be the certificate of incorporation of the surviving corporation.

4. The executed Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is: 3100 Main Street, Suite 900, Houston, Texas 77002.


5. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or member, as the case may be, of any of the Constituent Companies.

6. The effective time and date of the merger herein certified shall be that time and date upon which this Certificate of Merger was filed with the Secretary of State of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the date first set forth above by an authorized officer of the Surviving Corporation, and is being filed in accordance with Sections 253(c) and 264(c) of the General Corporation Law of the State of Delaware.

PROS, INC., a Delaware corporation

By: 
Name: Charles H. Murphy
Title: Executive Vice President and
Chief Financial Officer