

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/30/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	SOFTECHNICS, INC.		06/29/2012
			Entity Type
			CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	REDPRAIRIE CORPORATION		
Street Address:	20700 Swenson Dr		
City:	Waukesha		
State/Country:	WISCONSIN		
Postal Code:	53186		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2140575	CHAINTRACK
CORRESPONDENCE DATA			
Fax Number:	4142235000		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	4149785562		
Email:	ptomailbox@whdlaw.com		
Correspondent Name:	Whyte Hirschboeck Dudek S.C.		
Address Line 1:	555 E Wells St, Ste 1900		
Address Line 2:	Attn: Suzanne Plagemann		
Address Line 4:	Milwaukee, WISCONSIN 53202-3819		
ATTORNEY DOCKET NUMBER:	RED-14838		
NAME OF SUBMITTER:	Suzanne Plagemann		

Signature:	/Suzanne Plagemann/
Date:	12/04/2012
<b>Total Attachments: 10</b> source=SOFTECHNICS MERGER#page1.tif source=SOFTECHNICS MERGER#page2.tif source=SOFTECHNICS MERGER#page3.tif source=SOFTECHNICS MERGER#page4.tif source=SOFTECHNICS MERGER#page5.tif source=SOFTECHNICS MERGER#page6.tif source=SOFTECHNICS MERGER#page7.tif source=SOFTECHNICS MERGER#page8.tif source=SOFTECHNICS MERGER#page9.tif source=SOFTECHNICS MERGER#page10.tif	



## Office of the Secretary of State

July 16, 2012

CT Corporation System  
701 Brazos, Ste. 720  
Austin, TX 78701 USA

RE:  
RedPrairie Corporation ( File Number: 12317506 )

-----

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division

Enclosure



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

SOFTECHNICS, INC.  
Domestic For-Profit Corporation  
[File Number: 140403200]

Into

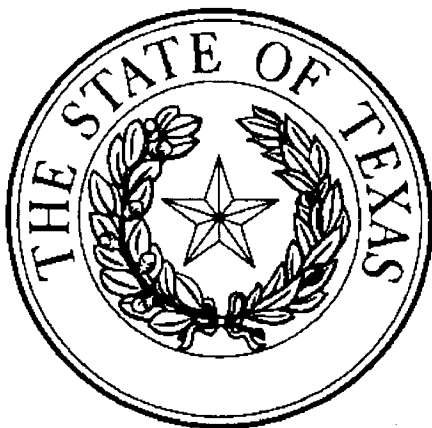
RedPrairie Corporation  
Foreign For-Profit Corporation  
Delaware, USA  
[File Number: 12317506]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 07/13/2012

Effective: 07/13/2012



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

**Form 623**  
 (Revised 05/11)  
 Return in duplicate to:  
 Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 512 463-5555  
 FAX: 512 463-5709  
**Filing Fee: see instructions**



This space reserved for office use.

**FILED**  
 In the Office of the  
 Secretary of State of Texas

**JUL 13 2012**

**Parent-Subsidiary  
 Certificate of Merger  
 Business Organizations Code**

**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

**Parent**

RedPrairie Corporation

Name of Organization

The organization is a Corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

Delaware USA The file number, if any, is 0003204780  
*State Country Texas Secretary of State file number*

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

c/o National Registered Agents, Inc., 160 Greentree Dr., Suite 101 Dover DE USA  
*Street Address City State Country*

**Subsidiary 1**

SofTechnics, Inc.

Name of Organization

The organization is a: Corporation It is organized under the laws of:  
*Specify organizational form (e.g., for-profit corporation)*

Texas USA The file number, if any, is 0140403200  
*State Country Texas Secretary of State file number*

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
50,000	Common	Series A	50,000	100%

The organization will survive the merger.  The organization will not survive the merger.

**Subsidiary 2**

Name of Organization

The organization is a: \_\_\_\_\_ It is organized under the laws of:  
*Specify organizational form (e.g., for-profit corporation)*

The file number, if any, is: \_\_\_\_\_  
*State Country Texas Secretary of State file number*  
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

*Street Address City State Country*  
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:  
*Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned*

The organization will survive the merger.  The organization will not survive the merger.

**Subsidiary 3**

Name of Organization \_\_\_\_\_  
The organization is a: \_\_\_\_\_ It is organized under the laws of: \_\_\_\_\_  
*Specify organizational form (e.g., for-profit corporation)*

The file number, if any, is: \_\_\_\_\_  
*State Country Texas Secretary of State file number*  
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

*Street Address City State Country*  
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:  
*Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned*

The organization will survive the merger.  The organization will not survive the merger.

### Resolution of Merger

A copy of the resolution of merger is attached.  
The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.  
The resolution was adopted by the parent organization on June 21, 2012  
*mm/dd/yyyy*

### Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

*Name of New Organization 1 Jurisdiction Entity Type (See instructions)*

*Principal Place of Business Address City State Zip Code*

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

**Effectiveness of Filing** (Select either A, B, or C.)

A.  This document becomes effective when the document is accepted and filed by the secretary of state.

B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: June 30, 2012 (for tax and accounting purposes only)

C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

\_\_\_\_\_  
\_\_\_\_\_

**Tax Certificate**

Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: June 29, 2012

RedPrairie Corporation  
Parent Organization Name  
Laura L. Fese  
Signature of authorized person (see instructions)

Laura L. Fese  
Printed or typed name of authorized person

**RESOLUTIONS ADOPTED BY PARENT ORGANIZATION ON JUNE 21, 2012**

**WHEREAS**, SofTechnics, Inc., a Texas corporation ("SofTechnics"), is a wholly-owned subsidiary of the Company [RedPrairie Corporation]; and

**WHEREAS**, the Board [of Directors of the Company] determines that it advisable, fair to and in the best interest of the Company and its sole stockholder for the Company to enter into an Agreement and Plan of Merger with SofTechnics, substantially in the form attached hereto as Exhibit A (the "SofTechnics Merger Agreement"), pursuant to which SofTechnics would be merged with and into the Company with the Company being the surviving corporation in the merger (the "SofTechnics Merger").

**NOW THEREFORE, BE IT RESOLVED**, that the Board deems it advisable, fair to and in the best interests of the Company and its sole stockholder to consummate the SofTechnics Merger, on the terms and subject to the provisions set forth in the SofTechnics Merger Agreement; and be it further

**RESOLVED**, that the SofTechnics Merger Agreement, substantially in the form presented to the Board, and the SofTechnics Merger, be, and hereby are, approved and authorized in all respects, with such changes, additions, deletions, supplements and amendments thereto as the Company's Chief Executive Officer, Chief Legal Counsel, Chief Financial Officer, any Executive Vice President and Corporate Secretary (collectively, the "Authorized Officers") may deem necessary or advisable, each such determination to be conclusively evidenced by such Authorized Officers' execution and delivery thereof; and be it further

**RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver, for and on behalf of the Company and in its name, the SofTechnics Merger Agreement, with such changes, additions, deletions, supplements and amendments thereto as such Authorized Officers may deem necessary or advisable, each such determination to be conclusively evidenced by such officers' execution and delivery thereof; and be it further

**RESOLVED**, that, in connection with the execution and delivery of the SofTechnics Merger Agreement and the consummation of the SofTechnics Merger, the Authorized Officers be, and hereby are, authorized to prepare a certificate of merger (including any related certificates required under applicable law, collectively, the "SofTechnics Merger Certificate") in accordance with the DGCL [Delaware General Corporation Law], to file the SofTechnics Merger Certificate with the Secretary of State of the State of Delaware in accordance with the DGCL and with the Secretary of State of the State of Texas in accordance with the Texas Business Organizations Code, and to take such further action as may be necessary or advisable in order to effect the SofTechnics Merger pursuant to the SofTechnics Merger Agreement; and be it further

**RESOLVED**, that the Authorized Officers, and each of them hereby is, authorized, in the name and on behalf of the Company, to execute and file with the appropriate governmental bodies and regulatory agencies (domestic and foreign, federal, state and local) all such documents and instruments as are required by applicable law in connection with the SofTechnics Merger Agreement and the transactions contemplated thereby, including the SofTechnics Merger, in all cases in such form as is approved by or under authority of the Authorized Officers.



**EXHIBIT A**  
**TO**  
**RESOLUTIONS ADOPTED BY PARENT ORGANIZATION ON JUNE 21, 2012**

#16281420 v1

**TRADEMARK**  
**REEL: 004912 FRAME: 0096**

AGREEMENT AND PLAN OF MERGER

OF

SOFTECHNICS, INC.  
(A TEXAS CORPORATION)

INTO

REDPRAIRIE CORPORATION  
(A DELAWARE CORPORATION)

THIS AGREEMENT AND PLAN OF MERGER, dated June 29, 2012 ("Agreement"), is made by and between SofTechnics, Inc. ("SofTechnics") and RedPrairie Corporation, a Delaware corporation ("RedPrairie").

WHEREAS, SofTechnics is a direct, wholly owned subsidiary of RedPrairie;

WHEREAS, SofTechnics and RedPrairie desire to enter into this Agreement pursuant to which SofTechnics will be merged with and into RedPrairie, with RedPrairie surviving such merger (the "Merger"); and

WHEREAS, on June 21, 2012, the board of directors of RedPrairie (i) determined that it is in the best interests of RedPrairie and its sole stockholder, and declared it advisable, to enter into this Agreement; and (ii) approved and adopted this Agreement and approved the execution, delivery and performance by RedPrairie of this Agreement and the consummation of the Merger.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, the receipt and sufficiency of which hereby are acknowledged, and intending to be legally bound the parties hereto hereby agree as follows:

1. **Merger.**
  - a. Upon the terms of this Agreement, and in accordance with the General Corporation Law of the State of Delaware (the "DGCL") and the Texas Business Organizations Code (the "TBOC"), at the Effective Time (as defined below), SofTechnics shall be merged with and into RedPrairie. As a result of the Merger, the separate corporate existence of SofTechnics shall cease and RedPrairie shall continue as the surviving corporation of the Merger (the "Surviving Corporation").
  - b. The effective date and time of the Merger shall be June 30, 2012 (the "Effective Time").
  - c. At the Effective Time, the Merger shall have the effects specified in Sections 259(a) and 261 of the DGCL and Section 10.008 of the TBOC.
2. **Certificate of Incorporation.** The Certificate of Incorporation of RedPrairie as in effect immediately before the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation at the Effective Time until thereafter amended as provided by the DGCL and such Certificate of Incorporation. This Agreement shall in no way amend the Certificate of Incorporation of RedPrairie as in effect immediately prior to the Effective Time.
3. **Bylaws.** The Bylaws of RedPrairie as in effect immediately before the Effective Time shall be the Bylaws of the Surviving Corporation at the Effective Time until thereafter amended as

provided by the DGCL, the Certificate of Incorporation of the Surviving Corporation and such Bylaws.

4. **Directors and Officers.** From and after the Effective Time, until successors are duly elected or appointed and qualified, (a) the directors of RedPrairie in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the directors of the Surviving Corporation, and (b) the officers of RedPrairie in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall be the officers of the Surviving Corporation.
5. **Treatment of Capital Stock.** At the Effective Time, by virtue of the Merger and without any action on the part of SofTechnics, RedPrairie or any other person:
  - a. each share of capital stock of SofTechnics issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished for no consideration; and
  - b. each share of capital stock of RedPrairie issued and outstanding immediately prior to the Effective Time shall continue to remain issued and outstanding in accordance with its terms as in effect immediately prior to the Effective Time and shall not be converted, exchanged or modified in any manner.
6. **Representation of SofTechnics.** SofTechnics hereby represents that as of the date of this Agreement and the Effective Time, the fair market value of its assets exceeds its liabilities.
7. **Authority.** The directors and officers of SofTechnics and RedPrairie are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger.
8. **Abandonment.** Notwithstanding the approval of the Agreement, the Merger may be abandoned at any time prior to the Effective Time in the event that the board of directors of SofTechnics or the board of directors of RedPrairie elect to abandon this Merger.
9. **Assignment and Binding Effect.** Neither party may assign its rights or obligations under this Agreement without the prior written consent of the other party hereto. The respective rights and obligations under this Agreement shall be binding upon and inure to the benefit of each party, and their respective successors and assigns.
10. **Governing Law.** This Agreement shall be governed as to its validity, interpretation and effect by the laws of the State of Delaware notwithstanding conflict or choice of laws principles of Delaware or any other jurisdiction.
11. **Captions.** All captions and headings used herein are for convenient reference only and do not form part of this Agreement.

[Signature Page to Follow.]

**IN WITNESS WHEREOF**, the undersigned have caused this Agreement to be duly executed and delivered by an authorized officer or signatory as of the date and year first above written.

**SOFTECHNICS, INC.**

By: \_\_\_\_\_  
Name: Laura L. Fese  
Title: Vice-President and Secretary

**REDPRAIRIE CORPORATION**

By: \_\_\_\_\_  
Name: Laura L. Fese  
Title: Executive Vice-President, Chief Legal  
Officer and Corporate Secretary

*[Signature Page to Agreement and Plan of Merger between RedPrairie Corporation and SofTechnics, Inc.]*