

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM408498

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2015
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Intergraph Cadworx & Analysis Solutions, Inc.		12/31/2015	Corporation: TEXAS

RECEIVING PARTY DATA

Name:	Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc.
Street Address:	305 Intergraph Way
City:	Madison
State/Country:	ALABAMA
Postal Code:	35758
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3888707	PV ELITE

CORRESPONDENCE DATA

Fax Number: 2054885891

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2052263404

Email: ppsmith@balch.com

Correspondent Name: Pam P Smith

Address Line 1: 1901 Sixth Ave N, Suite 1500

Address Line 4: Birmingham, ALABAMA 35203

NAME OF SUBMITTER:	Pam P Smith
SIGNATURE:	/ppsmith/
DATE SIGNED:	12/12/2016

Total Attachments: 15

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Office of the Secretary of State

CERTIFICATE OF MERGER

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

INTERGRAPH CADWORX & ANALYSIS SOLUTIONS, INC.
Domestic For-Profit Corporation
[File Number: 108069200]

Into

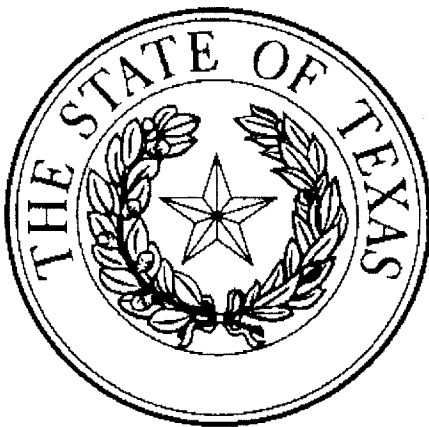
Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

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: 12/29/2015

Effective: 12/31/2015 10:57 pm



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State

Form 623
 (Revised 12/15)
 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

DEC 29 2015

**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

Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc.

Name of Organization

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

DE United States of America The file number, if any, is 4339597 (Delaware)
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:

2711 Centerville Road, Suite 400 Wilmington DE USA
Street Address City State Country

Subsidiary 1

Intergraph Cadworx & Analysis Solutions, Inc.

Name of Organization

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

TX United States of America The file number, if any, is 108069200
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:

211 E. 7th Street, Suite 620 Austin TX USA
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:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
			20,000 shares	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 12/31/2015

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: 12/31/2015 11:57p.m (Eastern Time)

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

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

Text Area

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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: 12/22/2015

IntergraphCadworx Analysis Solutions
Parent Organization Name
M. Scott Moore Intermediate Holding
Signature of authorized person (see instructions) Inc.

M. Scott Moore
Printed or typed name of authorized person

Attachment

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

OF

**INTERGRAPH CADWORX & ANALYSIS SOLUTIONS, INC.,
a Texas corporation**

WITH AND INTO

**INTERGRAPH CADWORX & ANALYSIS SOLUTIONS
INTERMEDIATE HOLDINGS, INC.,
a Delaware corporation**

This **AGREEMENT AND PLAN OF MERGER**, dated this 31st day of December, 2015 (the "Agreement") between **INTERGRAPH CADWORX & ANALYSIS SOLUTIONS, INC.**, a Texas corporation and **INTERGRAPH CADWORX & ANALYSIS SOLUTIONS INTERMEDIATE HOLDINGS, INC.**, a Delaware corporation, said two entities being herein sometimes collectively referred to as "Constituent Entities".

W I T N E S S E T H:

WHEREAS, Intergraph Cadworx & Analysis Solutions, Inc. ("ICAS"), is a corporation duly organized and existing under the laws of the State of Texas, having been organized on June 20, 1988; and

WHEREAS, Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc. ("ICAS IH"), is a corporation duly organized and existing under the laws of the State of Delaware, having been organized on April 24, 2007; and

WHEREAS, ICAS IH is the sole stockholder of ICAS; and

WHEREAS, the Board of Directors and sole stockholder of ICAS and the Board of Directors of ICAS IH each deem it desirable and have approved, upon the terms and subject to

the conditions stated herein, that ICAS shall be merged with and into ICAS IH ("Merger") and that ICAS IH shall be the surviving entity; and

WHEREAS, it is the intent of the Constituent Entities that the transactions contemplated by this Agreement should qualify as a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended. The parties hereto agree that they will mutually agree to any statements to be made to the Internal Revenue Service by the parties hereto pursuant to applicable Treasury Regulations.

NOW, THEREFORE, in consideration of the mutual covenants and agreements and provisions hereinafter contained, ICAS and ICAS IH hereby make, adopt and approve this Agreement and prescribe the terms and conditions of the Merger and the mode of carrying the same into effect, as follows:

SECTION 1. The Merger

ICAS shall be merged with and into ICAS IH at the Effective Time (as hereinafter defined). ICAS IH shall be the surviving corporation and shall be governed by the laws of the State of Delaware. The separate existence of ICAS shall cease as soon as the Merger shall become effective, and thereupon ICAS and ICAS IH shall be a single entity, with ICAS IH continuing as the surviving corporation (herein the "Surviving Company" whenever reference is made to it as of the Effective Time or thereafter). The Merger will require filing a Certificate of Merger with the Delaware Secretary of State and Parent-Subsidiary Certificate of Merger with the Texas Secretary of State.

SECTION 2. Effective Time

The Merger shall become effective as of 11:57 p.m. (Eastern Time) on December 31, 2015. The date and time upon which the Merger becomes effective shall be referred to herein as the "Effective Time."

SECTION 3. Surviving Company

(a) The Certificate of Incorporation, as amended, of ICAS IH shall continue in full force and effect as the Certificate of Incorporation of the Surviving Company.

(b) The Bylaws of ICAS IH as of the Effective Time shall be the Bylaws of the Surviving Company until the same shall be altered, amended or repealed as provided therein or otherwise by law.

(c) The Directors and Officers of ICAS IH shall continue in office as the Directors and Officers of the Surviving Company until the next annual meeting, or their prior resignation, removal or death.

(d) At the Effective Time, (i) the Surviving Company shall assume as part of the Merger each and every obligation and liability of ICAS, and (ii) all property (real, tangible and intangible), rights, and interests of any kind or nature of, belonging to, or due ICAS, including, without limitation, any and all intellectual property of ICAS, shall be vested in the Surviving Company. The Constituent Parties shall enter into an Assignment Agreement that will evidence the assignment of the intellectual property assets of ICAS to the Surviving Company.

SECTION 4. Capital Stock

(a) At the Effective Time, ICAS shall be merged with and into ICAS IH; therefore, as of the Effective Time, each and every share of the capital stock of ICAS shall be cancelled and terminated, and no consideration shall be paid or exchanged therefor.

(b) The capital stock of ICAS IH shall not be affected in any manner as a result of or in connection with the Merger and, as of the Effective Time, shall continue as and constitute the capital stock of the Surviving Company.

SECTION 5. Principal Place of Business

At the Effective Time, the principal place of business of ICAS IH, as the Surviving Company, shall be 305 Intergraph Way, Madison, AL 35758.

SECTION 6. Amendment and Termination of Agreement

At any time prior to the Effective Time, ICAS and ICAH IH, by mutual consent and to the extent permitted by law, may amend, modify, supplement or terminate this Agreement in such manner as may be mutually agreed upon by them in writing. Upon termination, this Agreement shall be void and of no further force and effect, and there shall be no liability for such termination on the part of any party hereto.

(Signature page to follow.)

(Signature page of Agreement and Plan of Merger.)

IN WITNESS WHEREOF, each of the undersigned parties to this Agreement have caused this Agreement to be executed by their respective duly authorized representatives as of the day and year first above written.

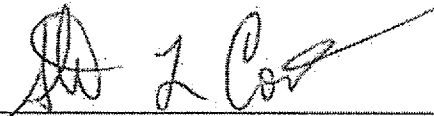
**INTERGRAPH CADWORX & ANALYSIS
SOLUTIONS, INC.,**
a Texas Corporation

By: M. Scott Moore
M. Scott Moore
Its: Director, Chairman of the Board

**INTERGRAPH CADWORX & ANALYSIS
SOLUTIONS INTERMEDIATE HOLDINGS,
INC.,**
a Delaware Corporation

By: Steven L. Cost
Steven L. Cost
Its: Director, Vice President

The undersigned secretary of Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc. hereby certifies that this Agreement has been adopted and approved by the Board of Directors of Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc. pursuant to and in accordance with Section 251(f) of the Delaware General Corporation Law.

A handwritten signature in black ink, appearing to read "S. L. Cost", written over a horizontal line.

Steven L. Cost, Secretary of Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc.

Delaware

The First State

Page 1

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:

"INTERGRAPH CADWORK & ANALYSIS SOLUTIONS, INC.", A TEXAS CORPORATION,

WITH AND INTO "INTEGRAPH CADWORX & ANALYSIS SOLUTIONS INTERMEDIATE HOLDINGS, INC." UNDER THE NAME OF "INTERGRAPH CADWORX & ANALYSIS SOLUTIONS INTERMEDIATE HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2015, AT 5:33 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 11:57 O'CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

4339597 8100M
SR# 20151550182

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

Authentication: 10692651
Date: 12-28-15

TRADEMARK
REEL: 005945 FRAME: 0504

**CERTIFICATE OF MERGER
OF
INTERGRAPH CADWORX & ANALYSIS SOLUTIONS, INC.,**

a Texas corporation

WITH AND INTO

**INTERGRAPH CADWORX & ANALYSIS SOLUTIONS INTERMEDIATE HOLDINGS,
INC.,
a Delaware corporation**

Pursuant to Section 252 of the Delaware General Corporation Law, it is hereby certified that:

FIRST: That the name and jurisdiction of organization of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Intergraph Cadworx & Analysis Solutions, Inc.	Texas
Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the constituent corporations to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Delaware law, with respect to Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc., and Texas law with respect to Intergraph Cadworx & Analysis Solutions, Inc. The Agreement and Plan of Merger was adopted by Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc. pursuant to an action of its Board of Directors in accordance with Section 251(f) of the Delaware General Corporation Law and the Agreement and Plan of Merger contains a certification of such adoption by the Secretary of Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc.

THIRD: The name of the surviving corporation of the merger is Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Intergraph Cadworx & Analysis Solutions Intermediate Holdings, Inc. shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 305 Intergraph Way, Madison, AL 35758.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of each respective constituent corporation.

SEVENTH: The authorized capital stock of Intergraph Cadworx & Analysis Solutions, Inc. is 20,000 shares of Common Stock, \$1.00 par value per share.

EIGHTH: This Certificate of Merger shall be effective on the 31st day of December, 2015 at 11:57 p.m. Eastern Time (the "Effective Time").

[Next page is signature page.]

[Signature page to Certificate of Merger.]

Dated the 28th day of December, 2015, but effective as of the Effective Time.

**INTERGRAPH CADWORX & ANALYSIS
SOLUTIONS INTERMEDIATE HOLDINGS,
INC.,**
a Delaware Corporation

By: M. Scott Moore
M. Scott Moore
Its: Director, Chairman of the Board,
President