

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411200

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SIGNALDEMAND, INC.		12/22/2015	Corporation:
RECEIVING PARTY DATA			
Name:	PROS, INC.		
Street Address:	3100 MAIN STREET		
Internal Address:	SUITE 900		
City:	HOUSTON		
State/Country:	TEXAS		
Postal Code:	77002		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3230884		
Registration Number:	4004993	SIGNALDEMAND MARKETFORECASTER	
CORRESPONDENCE DATA			
Fax Number:	7136234846		
<i>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.</i>			
Phone:	713-623-4844		
Email:	psdocketing@pattersonsheridan.com, jmatthews@pattersonsheridan.com		
Correspondent Name:	PATTERSON & SHERIDAN, LLP		
Address Line 1:	24 GREENWAY PLAZA		
Address Line 2:	SUITE 1600		
Address Line 4:	HOUSTON, TEXAS 77046		
NAME OF SUBMITTER:	Julie Matthews		
SIGNATURE:	/Julie Matthews/		
DATE SIGNED:	01/05/2017		
Total Attachments: 3			
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Delaware

The First State

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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 OWNERSHIP, WHICH MERGES:

"SIGNALDEMAND, INC.", A DELAWARE CORPORATION,

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 ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2015, AT 6:11 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 11:59 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

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SR# 20151523011

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

Authentication: 10697617
Date: 12-29-15

TRADEMARK
REEL: 005959 FRAME: 0758

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:11 PM 12/23/2015
FILED 06:11 PM 12/23/2015
SR 20151523011 - File Number 5169766

CERTIFICATE OF OWNERSHIP AND MERGER
OF
SIGNALDEMAND, INC.
(a Delaware corporation)
INTO
PROS, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, the undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME AND STATE OF INCORPORATION

SignalDemand, Inc. ("Subsidiary")	Delaware
PROS, Inc. (the "Company")	Delaware

SECOND: That the Company owns 100% of the capital stock of Subsidiary and that the Company, by the following resolutions adopted on December 22, 2015 by the Board of Directors of the Company, approved the merger of Subsidiary into the Company, effective as of 11:59 p.m. on December 31, 2015 with the Company as the surviving corporation:

Approval of Merger

"WHEREAS, the Company is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of each class of the capital stock of SignalDemand, Inc., a Delaware corporation ("*SignalDemand*").

WHEREAS, it is deemed to be advisable and in the best interests of the Company and its stockholders that the Company consolidate the operations of SignalDemand by merging SignalDemand with and into the Company (the "*Merger*").

WHEREAS, Section 253 of the DGCL provides that if a parent corporation owns at least ninety percent (90%) of the outstanding shares of each class of stock of a subsidiary corporation, such subsidiary corporation may be merged with and into the parent upon, among other things, the adoption of an appropriate resolution by the Board of Directors of the parent corporation and the filing of a Certificate of Ownership and Merger in the form attached hereto as Exhibit A with the Delaware Secretary of State.

WHEREAS, the Company intends that that the merger qualifies as a tax-free statutory merger under Section 368(a)(1)(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and it hereby is, approved and that, effective as of 11:59 p.m. on December 31, 2015, the Company shall merge SignalDemand with and into itself and assume all obligations of SignalDemand pursuant to Section 253 of the DGCL;

RESOLVED FURTHER, that upon the Merger becoming effective, all issued and outstanding shares of each class of stock of SignalDemand are cancelled;

RESOLVED FURTHER, that the Certificate of Incorporation and Bylaws of the Company shall not be amended and shall remain the Certificate of Incorporation and Bylaws of the surviving corporation;

RESOLVED FURTHER, that the Company shall cause to be executed and filed and/or recorded the Certificate of Ownership and Merger and all other documents prescribed by the laws of the State of Delaware, and by the applicable laws of any other jurisdiction and will cause to be performed all necessary acts within Delaware and in any other applicable jurisdiction necessary and appropriate to effect the Merger;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized for and on behalf of the Company to execute and file the Certificate of Ownership and Merger as prescribed by Section 253 of the DGCL; and

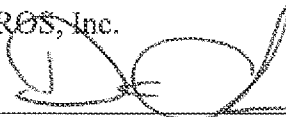
RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized for and on behalf of the Company to execute and deliver any and all other documents and instruments, make any and all filings and to take any and all actions as in their judgment may be necessary, desirable or appropriate (their taking of any such action to be conclusive evidence thereof), in order to carry out the intent and purposes of the foregoing resolutions.”

THIRD: That this Certificate of Ownership and Merger will be effective at 11:59 p.m. on December 31, 2015.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is hereby signed for and on behalf of PROS, Inc. by its General Counsel and Secretary, who does hereby acknowledge that said Certificate of Ownership and Merger is the act and deed of said corporation and who does hereby state under penalties of perjury that the facts stated herein are true and correct.

Dated: December 22, 2015

PROS, Inc.



Damian W. Olthoff
General Counsel and Secretary