

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM423434

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/01/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Perforce Software, Inc., A California Corporation		12/22/2016	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Perforce Software, Inc., A Delaware Coporation		
<b>Street Address:</b>	2320 Blanding Avenue		
<b>City:</b>	Alameda		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94501		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2105341	PERFORCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Email:</b>	ssexton@kslaw.com		
<b>Correspondent Name:</b>	King & Spalding		
<b>Address Line 1:</b>	1180 Peachtree Street NE		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309		
<b>ATTORNEY DOCKET NUMBER:</b>	24046.015098		
<b>NAME OF SUBMITTER:</b>	Sally Sexton		
<b>SIGNATURE:</b>	/sally sexton/		
<b>DATE SIGNED:</b>	04/12/2017		
<b>Total Attachments: 5</b>			
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Secretary of State  
State of California

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EFFECTIVE  
DATE

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**Delaware**  
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 OWNERSHIP, WHICH MERGES:

"PERFORCE SOFTWARE, INC", A CALIFORNIA CORPORATION,

WITH AND INTO "PERFORCE SOFTWARE, INC." UNDER THE NAME OF "PERFORCE SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2016, AT 10:11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2017 AT 12:01 O'CLOCK A.M.



*JWB*  
Jeffrey W. Bullock, Secretary of State

6256601 8100M  
SR# 20167225418

Authentication: 203569121  
Date: 12-22-16

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:11 AM 12/23/2016  
FILED 10:11 AM 12/23/2016  
SR 20167220258 - File Number 6256601

**STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP  
AND MERGER  
PARENT INTO SUBSIDIARY  
(Section 253)**

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
PERFORCE SOFTWARE, INC.  
a California corporation  
WITH AND INTO  
PERFORCE SOFTWARE, INC.  
a Delaware corporation**

\*\*\*\*\*

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Perforce Software, Inc., a corporation organized and existing under the laws of the State of California ("Parent"),

**DOES HEREBY CERTIFY:**

**FIRST:** That Parent was organized on August 9, 1996, pursuant to the provisions of the California Corporations Code.

**SECOND:** That Parent owns 100% of the capital stock of Perforce Software, Inc., a corporation organized on December 20, 2016, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Subsidiary").

**THIRD:** That, on December 21, 2016, the Board of Directors of Parent, and the Board of Directors of Subsidiary, both determined that it was in the best interests of Parent and of Subsidiary, respectively, to merge Parent with and into Subsidiary, with Parent and Subsidiary each adopting the following resolutions:

RESOLVED, that Perforce Software, Inc., a California corporation ("Parent"), shall merge with and into its direct and wholly-owned subsidiary, Perforce Software, Inc., a Delaware corporation (the "Subsidiary"), with the Subsidiary as the surviving entity (the "Surviving Corporation"), and the Surviving Corporation will assume all of the obligations of Parent outstanding at the effective time of the merger (the "Merger").

FURTHER RESOLVED, that the name of the Surviving Corporation following the merger shall be Perforce Software, Inc.

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

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1. Upon completion of the Merger, the sole stockholder of the common stock of Parent (the "**Stockholder**") shall receive an equivalent number of shares of the Subsidiary's common stock, and the Stockholder shall have no further claims of any kind or nature; and
2. All of the common stock of the Subsidiary held by Parent shall be surrendered and extinguished without payment of any cash or the delivery of any other consideration.

FURTHER RESOLVED, that Parent, as the constituent organization that is not the Surviving Corporation, shall provide for the pro rata issuance of shares or other ownership interests of the Surviving Corporation to the holders of shares or other ownership interests of the Parent on surrender of any certificates for shares of the Parent.

FURTHER RESOLVED, that the Certificate of Incorporation of the Subsidiary, as now in force and effect, shall be the Certificate of Incorporation of the Surviving Corporation following the effective date of the Merger.

FURTHER RESOLVED, that this resolution to merge will be submitted to the Stockholder, and, upon approval of the Merger by written consent of the Stockholder, the Merger shall be deemed approved.

**FOURTH:** That, on December 22, 2016, the Merger was approved by the unanimous written consent of the sole holder of all of the issued and outstanding shares of stock of the Parent.

**FIFTH:** The Merger shall be effective as of 12:01 a.m. EST on January 1, 2017.

[Signature page follows]

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IN WITNESS WHEREOF, Parent has caused this Certificate to be signed by an authorized officer this 22<sup>nd</sup> day of December, 2016.

**PERFORCE SOFTWARE, INC.,**  
a California corporation

By:   
Name: James M. Dryer  
Its: Chief Executive Officer

perforce.com



[Signature page to Certificate of Ownership and Merger]

2016 12 22

perforce.com

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I hereby certify that the foregoing transcript of \_\_\_\_\_ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 23 2016

Date: \_\_\_\_\_

*Alex Padilla*

ALEX PADILLA, Secretary of State

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