

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM613285

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/05/2020

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Chef Software Inc.		10/05/2020	Corporation:

RECEIVING PARTY DATA

Name:	Progress Software Corporation
Street Address:	14 Oak Park Drive
City:	Bedford
State/Country:	MASSACHUSETTS
Postal Code:	01730
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3827461	CHEF
Registration Number:	5878194	INSPEC
Registration Number:	3861597	OPSCODE
Registration Number:	4983693	CHEF
Registration Number:	4918167	COMPLIANCE AT VELOCITY
Registration Number:	5351262	HABITAT
Serial Number:	88403548	CHEF INFRA
Serial Number:	88381322	CHEF HABITAT
Registration Number:	4983694	

CORRESPONDENCE DATA

Fax Number:

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: 781-280-4000

Email: trademarks@progress.com

Correspondent Name: Shawna Sheehan

Address Line 1: 14 Oak Park Drive

Address Line 4: Bedford, MASSACHUSETTS 01730

OP \$240.00 3827461

NAME OF SUBMITTER:	Shawna Sheehan
SIGNATURE:	/shawna sheehan/
DATE SIGNED:	12/09/2020
Total Attachments: 4 source=PROGRESS SOFTWARE CORPORATION-DE-Chef Merger (Survivor)#page1.tif source=PROGRESS SOFTWARE CORPORATION-DE-Chef Merger (Survivor)#page2.tif source=PROGRESS SOFTWARE CORPORATION-DE-Chef Merger (Survivor)#page3.tif source=PROGRESS SOFTWARE CORPORATION-DE-Chef Merger (Survivor)#page4.tif	

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:

"CHEF SOFTWARE INC.", A DELAWARE CORPORATION,

WITH AND INTO "PROGRESS SOFTWARE CORPORATION" UNDER THE NAME OF "PROGRESS SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 2020, AT 3:10 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5743582 8100M
SR# 20207648021

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

Authentication: 203796497
Date: 10-05-20

TRADEMARK
REEL: 007127 FRAME: 0611

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CHEF SOFTWARE INC.

WITH AND INTO

PROGRESS SOFTWARE CORPORATION

Pursuant to Section 253 of the Delaware General Corporation Law (the “**DGCL**”), Progress Software Corporation (the “**Corporation**”), a Delaware corporation, does hereby certify to the following information relating to the merger (the “**Merger**”) of Chef Software Inc., a Delaware corporation (the “**Subsidiary**”), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted on September 1, 2020 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 5th of October, 2020.

**PROGRESS SOFTWARE
CORPORATION**

By Stephen Faberman

Name: Stephen H. Faberman

Title: Chief Legal Officer

[Signature Page to Certificate of Ownership and Merger]

EXHIBIT A
BOARD RESOLUTIONS
OF
PROGRESS SOFTWARE CORPORATION
(the "Corporation")

NOW, THEREFORE, BE IT:

RESOLVED, that the Board of Directors of the Corporation deems it to be advisable and in the best interest of the Corporation that Chef Software Inc., a Delaware corporation and wholly owned subsidiary of the Corporation (the "Subsidiary"), be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "Merger"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective (the "Effective Time"), and the Corporation shall continue as the surviving corporation; and further

RESOLVED, that, at the Effective Time, each share of common stock of the Subsidiary, par value \$0.001 per share, that is owned by the Corporation shall automatically be cancelled and retired and shall cease to exist; and further

RESOLVED, that the Board of Directors intends the Merger to constitute a "complete liquidation" of the Subsidiary within the meaning of Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Code") and hereby adopts these resolutions as a "plan of liquidation" within the meaning of Sections 332 and 337 of the Code; and further

RESOLVED, that the Chief Executive Officer of the Corporation, the Chief Financial Officer of the Corporation and the Chief Legal Officer and Secretary of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and pay any fees related to such filing; and further

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary of the Corporation; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

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