

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM708513

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 01/28/2022 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------|----------|----------------|-----------------------|
| MPC Kappa Holdings Inc. | | 01/28/2022 | Corporation: DELAWARE |

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 7

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------------------------|
| Registration Number: | 4431031 | KEMP |
| Registration Number: | 4427645 | K |
| Registration Number: | 4397967 | #1 LOAD BALANCER IN PRICE/PERFORMANCE |
| Registration Number: | 4427646 | LOADMASTER |
| Registration Number: | 5325229 | 360 VISION |
| Registration Number: | 5546502 | 360 CENTRAL |
| Registration Number: | 6133999 | KEMP |

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, Bedford, MA 01730
Address Line 4: Bedford, MASSACHUSETTS 01730

| | |
|---------------------------|------------------|
| NAME OF SUBMITTER: | Shawna Sheehan |
| SIGNATURE: | /Shawna Sheehan/ |

OP \$190.00 4431031

| | |
|---------------------|------------|
| DATE SIGNED: | 02/15/2022 |
|---------------------|------------|

Total Attachments: 5

- source=MPC KAPPA HOLDINGS INC.-DE-Merger (Discontinuing Company)#page1.tif
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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 OWNERSHIP, WHICH MERGES:

"MPC KAPPA HOLDINGS 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 TWENTY-EIGHTH DAY OF JANUARY, A.D. 2022, AT 5:37 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5743582 8100M
SR# 20220296211

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

Authentication: 202524013
Date: 01-28-22

TRADEMARK
REEL: 007634 FRAME: 0948

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MPC KAPPA HOLDINGS 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 MPC Kappa Holdings 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 January 11, 2022 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 28th day of January, 2022.

**PROGRESS SOFTWARE
CORPORATION**

By Steve Faberman

Name: Stephen H. Faberman

Title: Chief Legal Officer

[Signature Page to Certificate of Ownership and Merger]

**TRADEMARK
REEL: 007634 FRAME: 0950**

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

NOW, THEREFORE, BE IT:

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

RESOLVED, that the Company be and hereby is authorized to enter into and perform its obligations under an Agreement and Plan of Merger (the "**Merger Agreement**") by and among the Company, the Subsidiary, MPC Kappa Intermediate Inc., a Delaware corporation ("**MPC Intermediate**") and Kemp Technologies Inc., a Delaware corporation ("**Kemp**") in the form attached hereto as Exhibit A, providing for, among other things, (a) the merger of Kemp with and into MPC Intermediate, pursuant to which the outstanding capital stock of Kemp would be canceled and extinguished and MPC Intermediate would survive as a wholly owned subsidiary of MPC Holdings, (b) immediately thereafter, the merger of MPC Intermediate with and into MPC Holdings, pursuant to which the outstanding capital stock of MPC Intermediate would be canceled and extinguished and MPC Holdings would survive as a wholly owned subsidiary of the Company, and (c) immediately thereafter, the Merger; and further

RESOLVED, that the Board 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, together with the Merger Agreement, as a "plan of liquidation" within the meaning of Sections 332 and 337 of the Code; and further

RESOLVED, that the Merger Agreement be, and hereby is, in all respects approved and adopted; and that the Chief Executive Officer and President of the Company, the Chief Financial Officer of the Company and the Chief Legal Officer of the Company (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver the Merger Agreement; and that the execution by such Authorized Officer of the Merger Agreement shall be conclusive evidence of such approval and the authorization therefor by the Board; and further

RESOLVED, that the Company be, and hereby is, authorized to consummate the transactions contemplated by the Merger Agreement; and further

RESOLVED, that the Authorized Officers 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 Company, and if requested or required, under its corporate seal duly attested by the Secretary of the Company; 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; and further

RESOLVED, that all actions taken by the officers of the Company, in the name of or on behalf of the Company, and all documents executed by the officers of the Company, in the name of or on behalf of the Company, prior to the date hereof consistent with the foregoing resolutions and the transactions contemplated hereby are affirmed, approved and ratified in all respects; and further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the Secretary of the Company be, and is hereby, authorized in the name and on behalf of the Company, to certify any more formal or detailed resolutions as such officer may 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; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board as if set forth in full herein.

Each of the undersigned, in his or her capacity as a director of the Company, hereby waives any notice to which he or she may be entitled in connection with the adoption of the foregoing resolutions or the transactions contemplated thereby, whether pursuant to the Company's certificate of incorporation, the Company's by-laws, applicable law or otherwise. This Action by Unanimous Written Consent may be executed in multiple counterparts, each of which shall be deemed an original for all purposes, and all of which together shall constitute one instrument. Any such counterpart may be transmitted via facsimile or other similar electronic means, and any counterpart so transmitted shall be deemed an original signature for all purposes and have the same force and effect as a manually signed original.

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