

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT2745431

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/27/2012
CONVEYING PARTY DATA	
Name	Execution Date
PALANTIRI SYSTEMS, INC.	12/21/2012
RECEIVING PARTY DATA	
Name:	THINGWORX, INC.
Street Address:	350 EAGLEVIEW BOULEVARD, SUITE 150
City:	EXTON
State/Country:	PENNSYLVANIA
Postal Code:	19341
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	11726006
Application Number:	12077625
CORRESPONDENCE DATA	
Fax Number:	(617)502-5002
Phone:	617-248-5000
Email:	PatentDocket@choate.com, clawlor@choate.com
<i>Correspondence will be sent via US Mail when the email attempt is unsuccessful.</i>	
Correspondent Name:	CHOATE HALL & STEWART LLP-PATENT DOCKET
Address Line 1:	TWO INTERNATIONAL PLACE
Address Line 4:	BOSTON, MASSACHUSETTS 02110
ATTORNEY DOCKET NUMBER:	2009132-0029
NAME OF SUBMITTER:	VERA A. SHMIDT
Signature:	/Vera A. Shmidt/

Date:

02/27/2014

Total Attachments: 6

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FILING RECEIPT

ENTITY NAME: THINGWORX, INC.

DOCUMENT TYPE: MERGER (FOR. BUSINESS)
PROCESS

COUNTY: MONR

FILED:12/27/2012 DURATION:***** CASH#:121227000783 FILM #:121227000688

FILER:

EFFECT DATE

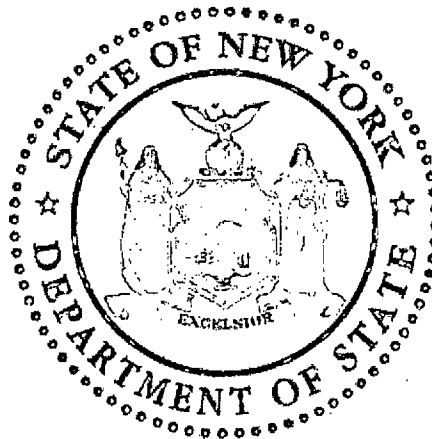
ELIZABETH KIVIAT
MORGAN LEWIS & BOCKIUS
502 CARNEGIE CENTER
PRINCETON, NJ 08540

12/27/2012

ADDRESS FOR PROCESS:

C/O C T CORPORATION SYSTEM
111 EIGHTH AVENUE
NEW YORK, NY 10011

REGISTERED AGENT:



CONSTITUENT NAME: PALANTIRI SYSTEMS, INC.

SERVICE COMPANY: CT CORPORATION SYSTEM - 07

SERVICE CODE: 07

FEES 245.00
FILING 60.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 175.00

PAYMENTS 245.00
CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 245.00
OPAL 0.00
REFUND 0.00

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on December 28, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CT-07

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CERTIFICATE OF MERGER

OF

PALANTIRI SYSTEMS, INC.
(a New York corporation)

WITH AND INTO

THINGWORX, INC.
(a Delaware corporation)

Under Section 907 of the Business Corporation Law

Pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York, ThingWorx, Inc., a Delaware corporation, and Palantiri Systems, Inc., a New York corporation (sometimes referred to herein collectively as the "Constituent Corporations"), hereby certify as follows in connection with the merger of Palantiri Systems, Inc. with and into ThingWorx, Inc. (the "Merger"):

1. ThingWorx, Inc., a Delaware corporation ("ThingWorx" and sometimes referred to herein as the "Surviving Corporation") owns all of the outstanding capital stock of Palantiri Systems, Inc., a New York corporation ("Palantiri").
2. As to Palantiri, the designation and number of outstanding shares and the number of such shares owned by ThingWorx are as follows:

<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by ThingWorx</u>
100 shares of Common Stock	100

3. Palantiri was incorporated under the laws of the State of New York on January 8, 2008.
4. ThingWorx was incorporated under the laws of the State of Delaware on February 10, 2011 and its application for authority to do business in the State of New York was filed with the Department of State of the State of New York on July 15, 2011. The Merger is permitted by the laws of the State of Delaware and is in compliance therewith.
5. The Merger was approved by the Board of Directors of each of ThingWorx and Palantiri on December 20, 2012.
6. ThingWorx agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of

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the right of shareholders of any constituent domestic corporation to receive payment for their shares against it; and it designates the Secretary of State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is: c/o C T Corporation System, 111 Eighth Avenue, New York, N.Y. 10011.


7. ThingWorx agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of Palantiri, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

8. Palantiri hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by it have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger, has been filed by it. The said report, if estimated, is subject to amendment. ThingWorx hereby agrees that it will within 30 days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by Palantiri.

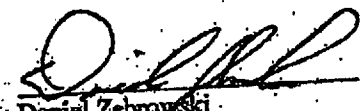
[Signature page follows.]

IN WITNESS WHEREOF, this certificate has been duly executed by the undersigned on this 21st day of December, 2012.

PALANTIRI SYSTEMS, INC.

By: 
Name: John Richardson
Title: Secretary

THINGWORX, INC.

By: 
Name: Daniel Zebrowski
Title: Secretary

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 27 2012
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BY: *W*

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CERTIFICATE OF MERGER

OF

PALANTIRI SYSTEMS, INC.

(A New York corporation)

WITH AND INTO

THINGWORX, INC.

(a Delaware corporation)

UNDER SECTION 907 OF THE

BUSINESS CORPORATION LAW

Elizabeth Kiviat
Morgan Lewis & Bockius
502 Carnegie Center
Princeton, NJ 08540

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