

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5640823

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2015

CONVEYING PARTY DATA

Name	Execution Date
XORA, INC.	12/31/2015

RECEIVING PARTY DATA

Name:	CLICKSOFTWARE, INC.
Street Address:	94 DERECH EM HAMOSHAVOT
City:	PETACH TIKVA
State/Country:	ISRAEL
Postal Code:	4970602

PROPERTY NUMBERS Total: 3

Property Type	Number
Patent Number:	8040256
Patent Number:	8179321
Patent Number:	8199901

CORRESPONDENCE DATA

Fax Number: (202)408-4400

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: 2024084000

Email: faxserve@finnegan.com

Correspondent Name: FINNEGAN, HENDERSON

Address Line 1: 901 NEW YORK AVE., NW

Address Line 4: WASHINGTON, D.C. 20001

ATTORNEY DOCKET NUMBER:	14710.0999-00000
NAME OF SUBMITTER:	LAUREN BROWN
SIGNATURE:	/Lauren Brown/
DATE SIGNED:	07/29/2019

Total Attachments: 3

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CERTIFICATE OF OWNERSHIP AND MERGER

**MERGING
XORA, INC.
a Delaware corporation,
WITH AND INTO
CLICKSOFTWARE, INC.
a California corporation**

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

CLICKSOFTWARE, INC., a California corporation ("Parent"), does hereby certify to the following facts relating to the merger of XORA, INC., a Delaware corporation ("Subsidiary"), with and into Parent, with Parent continuing as the surviving corporation:

FIRST. Parent is a corporation, organized and existing under the California Corporations Code. Subsidiary is a corporation, organized and existing under the General Corporation Law of the State of Delaware ("DGCL").

SECOND. Parent owns 100% of the outstanding shares of capital stock of Subsidiary.

THIRD. The Board of Directors of Parent has duly adopted resolutions dated [●] [●], 2015 authorizing the merger of Subsidiary with and into Parent in accordance with Section 253 of the DGCL. A true copy of such resolutions are attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH. That the name of the surviving corporation after the merger is to be CLICKSOFTWARE, INC., a California corporation, and the Articles of Incorporation of Parent shall be the Articles of Incorporation of the surviving corporation.


FIFTH. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as the enforcement of any obligation of the surviving corporation arising from this merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the surviving corporation c/o Elizabeth Watson, 19900 MacArthur Blvd., Ste. 550, Irvine, CA 92612.

SIXTH. That this Certificate of Ownership and Merger and the merger shall be effective on December 31, 2015.

[Remainder of Page Left Blank Intentionally; Signature Page Follows Immediately.]

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Ownership and Merger to be duly executed as of this ___ day of _____, 2015

CLICKSOFTWARE, INC.

By: 

Name: Tom Heiser

Title: Chief Executive Officer

[Signature Page to Certificate of Ownership and Merger]

PATENT
REEL: 049887 FRAME: 0779

Exhibit A

Board of Directors Resolutions Approving Merger

WHEREAS: The Corporation owns one hundred percent (100%) of the issued and outstanding capital stock of Xora, Inc., a Delaware corporation ("Xora");

NOW THEREFORE, IT IS:

RESOLVED: That it is advisable and in the best interests of the Corporation that Xora be merged with and into the Corporation as of December 31, 2015, with the Corporation as the surviving corporation of such merger (the "Merger");

RESOLVED: That the Merger is intended to qualify as a non-recognition transaction under Section 332 of the Internal Revenue Code of 1986, as amended (the "Code");

RESOLVED: That the Merger is intended to qualify as a liquidation of Xora and that the Merger constitute a plan of liquidation of Xora in accordance with Section 332 of the Code;

RESOLVED: That for federal tax purposes, Xora is intended to be the liquidating entity and the Corporation is intended to be the distributee entity in connection with the Merger;

RESOLVED: That any director of the Corporation and any officer of the Corporation (each an "Authorized Representative") be, and they hereby are, and each of them singly hereby is, authorized and directed on behalf of the Corporation to do and perform, or cause to be done or performed, all other acts and things, and to execute, deliver and file, or cause to be executed, delivered, and filed certificates of ownership and merger in Delaware and California, all tax forms and returns required by the Code (including without limitation Form 966) and such other documents, agreements and other instruments deemed by any such Authorized Representative to be necessary, convenient or desirable to carry out the transactions, agreements and documents contemplated by, and the intent and purpose of, the foregoing resolution; and further

RESOLVED: That any and all actions heretofore taken in accordance with any of the foregoing resolutions by any of the Authorized Representatives be, and they hereby are, ratified, confirmed and approved in all respects as of the date set forth above.