

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PROFORMA CORPORATION	FORMERLY PROFORMA CORPORATION	07/31/2007	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	PROFORMA CORPORATION
Street Address:	500 EAST PRATT STREET, SUITE 1250
City:	BALTIMORE
State/Country:	MARYLAND
Postal Code:	21202
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3020841	KNOW MORE. DO MORE.
Registration Number:	3033542	PROFORMA
Registration Number:	3037226	PROFORMA OPTIMIZING BUSINESS AND IT.
Registration Number:	3033541	PROVISION
Registration Number:	3033540	PROVISION KNOW YOUR BUSINESS
Serial Number:	77017890	PROVISION KNOWLEDGE EXCHANGE
Registration Number:	3095110	THE BEST PROCESS WINS

CORRESPONDENCE DATA

Fax Number: (443)874-1338
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4438741314
 Email: skowdley@metastorm.com
 Correspondent Name: PROFORMA CORPORATION

OP \$190.00 3020841

900083819

**TRADEMARK
 REEL: 003596 FRAME: 0971**

Address Line 1: 500 EAST PRATT STREET, SUITE 1250
Address Line 4: BALTIMORE, MARYLAND 21202

NAME OF SUBMITTER:	SWATA GANDHI
Signature:	/SWATA GANDHI/
Date:	08/08/2007

Total Attachments: 7

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Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF MERGER

for

PROFORMA CORPORATION

ID NUMBER: 327533

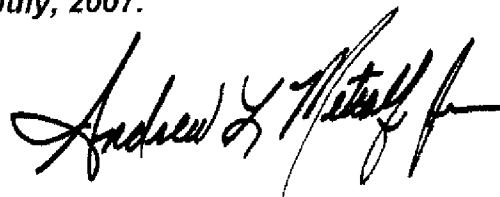
received by facsimile transmission on July 31, 2007 is hereby endorsed

Filed on July 31, 2007 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 31ST day of July, 2007.



, Director

Bureau of Commercial Services

BCS/CD-550m (Rev. 12/05)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
(Date Received)	(For Bureau Use Only) This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document
Gayle Aiken, Paralegal Honigman Miller Schwartz and Cohn LLP 2290 First National Building Detroit, MI 48226	EFFECTIVE DATE: Expiration date for new assumed names: December 31, Expiration date for transferred assumed names appear in Item 6

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies
and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1.	The Plan of Merger (Consolidation) is as follows:
a.	The name of each constituent entity and its identification number is:
	<u>Metastorm Inc., a Maryland corporation not qualified in MI</u> ID# N/A
	<u>Proforma Corporation</u> ID# 327-533
	<u>Soundview, Inc., a Maryland corporation not qualified in MI</u> ID# N/A
b.	The name of the surviving (new) entity and its identification number is:
	<u>Soundview, Inc.</u> ID# N/A
Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:	
500 East Pratt Street, Suite 1250, Baltimore, Maryland 21202	

2.	(Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)
	The merger (consolidation) shall be effective at 11:59 p.m., Eastern Time, on the 31st day of July, 2007 (the "Effective Time").

3. Complete for Profit Corporations only

07/31/2007 2:03PM

For each constituent stock corporation, state:

<u>Name of Corporation</u>	<u>Designation and Number of Outstanding Shares in Each Class or Series</u>	<u>Indicate Class or Series of Shares Entitled to Vote</u>	<u>Indicate Class or Series Entitled to Vote as a Class</u>
Proforma Corporation	Common – 21,674 shares	Common	N/A
Soundview, Inc.	Common – 100 shares	Common	N/A
Metastorm Inc.	Common – 28,125 shares	Common	N/A
	Series AA Convertible Preferred – 54,449,488 shares	Series AA Con. Pref.	N/A
	Series BB Convertible Preferred – 0 shares	Series BB Con. Pref.	N/A
	Series CC Convertible Preferred – 17,902,010 shares	Series CC Con. Pref.	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: N/A

The manner and basis of converting shares are as follows:

At the Effective Time, by virtue of the merger and without any action on the part of Metastorm Inc., Soundview, Inc., Proforma Corporation or the holder of any of the following securities:

- a. each share of common stock, no par value per share, of Soundview, Inc. issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall not be affected by the merger.
- b. each share of common stock, \$1.00 par value per share, of Proforma Corporation (other than Dissenting Shares) issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive, without interest:
 - (i) for each Cash Election Share:
 - (A) the Initial Per-Share Cash Consideration; and
 - (B) a pro rata portion of the remaining Escrowed Cash, if any, at the time of its distribution pursuant to the Escrow Agreement (the consideration described in the preceding clauses (i) (A) and (B) is called the “Cash Consideration”).
 - (ii) subject to Section 3.11 of the Agreement and Plan of Merger, for each Stock Election Share:
 - (A) the Initial Per-Share Stock Consideration;
 - (B) a pro rata portion of the remaining Escrowed Shares, if any, at the time of their distribution pursuant to the Escrow Agreement (the consideration described in the preceding clauses ii (A) and (B) is called the “Stock Consideration”); and

c. each Proforma Corporation stockholder, upon surrender to Metastorm Inc. of one or more Certificates in valid form (or, if applicable, a Lost Certificate Affidavit and Indemnity Agreement), with all required stock transfer tax stamps affixed, shall be entitled to receive the consideration set forth in Section 3.1(b) of the Agreement and Plan of Merger in respect of the shares of Proforma Corporation Common Stock represented by such Certificates; *provided*, that until so surrendered, each such Certificate shall, after the Effective Time, represent for all purposes only the right to receive such consideration as set forth in Section 3.1(b) of the Agreement and Plan of Merger or to receive payment for Dissenting Shares in accordance with Section 762 of the Michigan Business Corporation Act.

See attached Exhibit A

The plan of merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either section (a) or (b) for each corporation.)

(a) The Plan of Merger was approved by the majority consent of the incorporators of N/A, a Michigan corporation, which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

N/A
(Signature of Incorporator)

(Type or Print Name)

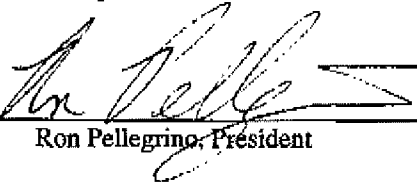
(b) The Plan of Merger was approved by:

the Board of Directors of _____ without the approval of the shareholders in accordance with Section 703a of the Michigan Business Corporation Act ("Act").

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act:

Signed this 31st day of July, 2007

Proforma Corporation

By:  _____
 Ron Pellegrino, President

4. Complete for any Limited Liability Companies only N/A

5. Complete for any Limited Partnership only N/A

6. Complete for Corporations and Limited Liability Companies only

The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

<u>Assumed Name</u>	<u>Corporation and/or LLC Transferred From</u>	<u>Expiration Date</u>
N/A		

Nonsurvivor name to be used as assumed name of survivor:

N/A

EXHIBIT A TO CERTIFICATE OF MERGER

Notwithstanding anything herein to the contrary, all shares of Proforma Corporation Common Stock owned by any Holder described in either of the following clauses (a) or (b) (each, a "**Non-Accredited Holder**") shall be deemed to be Cash Election Shares:

- a. any Holder who delivers an Investor Questionnaire to Proforma Corporation and, based on such Investor Questionnaire, Metastorm Inc. determines that such Holder is not an accredited investor (as defined in Rule 501 under the Securities Act of 1933, as amended); or
- b. any Holder who fails to deliver an Investor Questionnaire prior to the Closing Date.

With respect to the shares of Proforma Corporation Common Stock owned each Holder who is not a Non-Accredited Holder (each, an "**Accredited Holder**"):

- c. 57.2353% of such Accredited Holder's shares of Proforma Corporation Common Stock shall be deemed to be Cash Election Shares; and
- d. the remainder of such Accredited Holder's shares of Proforma Corporation Common Stock shall be deemed to be Stock Election Shares.

For avoidance of doubt:

- e. the aggregate amount of Initial Cash Consideration and Escrowed Cash to be paid by Metastorm Inc. hereunder shall not exceed Twenty-Five Million Thirteen Dollars (\$25,000,013); and
- f. the aggregate amount of Initial Stock Consideration and Escrowed Shares to be paid by Metastorm Inc. hereunder shall not exceed ten million two hundred forty-two thousand thirty-two (10,242,032) shares of Series AA Convertible Preferred Stock.

Each share of Common Stock, \$0.01 par value per share, Series AA Convertible Preferred Stock, \$0.01 par value per share, and Series BB Convertible Preferred Stock, \$0.01 par value per share, of Metastorm Inc. issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall not be affected by the Merger.

All capitalized terms used but not defined in this Certificate of Merger shall have the meanings set forth in the Agreement and Plan of Merger between Metastorm Inc., Soundview, Inc. and Proforma Corporation dated as of July 31, 2007.

The amendments to the Articles, or a restatement of the Articles, of the Surviving Company to be effected by the merger are as follows: N/A

The plan of merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

PROFORMA

Entity Detail Maryland Department of Assessments and Taxation 1

Taxpayer Services Division
301 West Preston Street Baltimore, Maryland 21201

Main Menu		Security Interest Filings (UCC)		Business Entity
Information		(Charter/Personal Property) New Search		Rate Stabilization
Notices		Get Forms		Certificate of Status
				SDAT Home

Taxpayer Services Division
Entity Name: PROFORMA CORPORATION
Dept. ID #: D12028510

Principal Office (Current):
500 EAST PRATT STREET
SUITE 1250
BALTIMORE, MD 21202
Resident Agent (Current): ALLISON MCCANN
500 EAST PRATT STREET
SUITE 1250
BALTIMORE, MD 21202
Status: INCORPORATED
Good Standing: Yes
Business Code: Ordinary Business - Stock
Date of Formation or Registration: 07/18/2007
State of Formation: MD
Stock/Nonstock: Stock
Close/Not Close: Not Close

Link Definition

General Information General information about this entity
Amendments Original and subsequent documents filed
Personal Property Personal Property Return Filing Information and Personal
Property Assessments
Certificate of Status Get a Certificate of Good Standing for this entity.