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AGREEMENT OF MERGER

X FILED *Ey/WB*  
Secretary of State  
State of California

JUL 01 2013

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This Agreement of Merger ("Merger Agreement") is entered into as of July 1, 2013 by and between Ace Acquisition Corp., a California corporation (herein "*Ace Acquisition*") and Apriso Corporation, a California corporation (herein "*Apriso*" and together with Ace Acquisition, the "*Constituent Corporations*").

RECITALS

- A. Apriso was incorporated on March 10, 1993. Its current authorized capital stock consists of 80,000,000 shares of Common Stock and 44,000,000 shares of Preferred Stock.
- B. Ace Acquisition was incorporated on May 9, 2013. Its current authorized capital stock consists of 1,000 shares of Common Stock.
- C. The respective boards of directors of Apriso and Ace Acquisition deem it advisable and to the best interests of the Constituent Corporations and their shareholders that Ace Acquisition be merged with and into Apriso upon the terms and conditions set forth in this Merger Agreement.
- D. The boards of directors of each of the Constituent Corporations have approved this Merger Agreement.

NOW, THEREFORE, the Constituent Corporations hereby adopt the plan of reorganization set forth in this Merger Agreement and do hereby agree that Ace Acquisition shall merge with and into Apriso on the following terms, conditions and other provisions:

- 1. Merger and Effective Time. At the Effective Time (as defined below), Ace Acquisition shall be merged with and into Apriso (the "*Merger*"); and Apriso shall be the surviving corporation of the Merger (the "*Surviving Corporation*"). The Merger shall become effective at the time a copy of this Merger Agreement, along with all required officers' certificates, is filed and accepted with the Secretary of State of the State of California (the "*Effective Time*").
- 2. Effect of Merger. At the Effective Time, the separate corporate existence of Ace Acquisition shall cease, and the corporate identity, existence, power, rights and immunities of Apriso as the Surviving Corporation shall continue unimpaired by the Merger, and Apriso shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities, and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of Ace Acquisition, all without further act or deed.
- 3. Governing Documents. At the Effective Time, the Amended and Restated Articles of Incorporation of Apriso shall be amended and restated in their entirety in the form

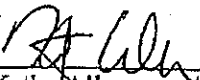
attached hereto as Exhibit A and hereby incorporated by reference, and such amended and restated Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation.

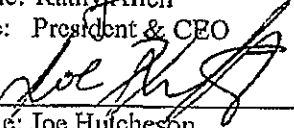
4. Directors and Officers. At the Effective Time, the directors and officers of Ace Acquisition immediately prior to the Effective Time shall be the initial directors and officers of the Surviving Corporation from and after the Effective Time, each to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation until their respective successors are duly elected or appointed and qualified.
5. Conversion of Shares of Apriso. At the Effective Time, (i) each outstanding share of Series A-1 Preferred Stock of Apriso shall be cancelled and converted into the right to receive \$4.6158 in cash per share, (ii) each outstanding share of Series A-2 Preferred Stock of Apriso shall be cancelled and converted into the right to receive \$1.00 in cash per share, (iii) each outstanding share of Series B Preferred Stock of Apriso shall be cancelled and converted into the right to receive \$3.3850 in cash per share and (iv) each outstanding share of Common Stock of Apriso shall be cancelled and converted into the right to receive \$2.5014 in cash per share.
6. Conversion of Shares of Ace Acquisition. At the Effective Time, each outstanding share of Ace Acquisition shall be converted into one share of the Surviving Corporation.
7. Further Assurances. Ace Acquisition shall, from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this Merger.
8. Governing Law; Counterparts. This Merger Agreement shall be governed by and construed under the internal laws of the State of California, without giving effect to principles of conflicts of laws. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date and year first above written.

**ACE ACQUISITION CORP.**  
a California corporation  
("Ace Acquisition")

By:   
Name: Kathy Allen  
Title: President & CEO

By:   
Name: Joe Hultcheson  
Title: Secretary

**APRISO CORPORATION,**  
a California corporation  
("Apriso" or the "Surviving  
Corporation")

By: \_\_\_\_\_  
Name: James Henderson  
Title: President & CEO

By: \_\_\_\_\_  
Name: Carey Tokirio  
Title: Secretary

[Signature Page to Agreement of Merger]

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date and year first above written.


**ACE ACQUISITION CORP.**  
a California corporation  
("Ace Acquisition")

By: \_\_\_\_\_  
Name: Kathy Allen  
Title: President & CEO

By: \_\_\_\_\_  
Name: Joe Hutcheson  
Title: Secretary

**APRISO CORPORATION,**  
a California corporation  
("Apriso" or the "Surviving  
Corporation")

By:   
Name: James Henderson  
Title: President & CEO

By:   
Name: Carey Tokirio  
Title: Secretary

[Signature Page to Agreement of Merger]

**Corporation.**

(c) Any amendment, repeal or modification of any provision of this Article IV shall not adversely affect any right or protection of an agent of this corporation existing at the time of such amendment, repeal or modification.

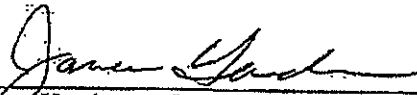
**Certificate of Approval of  
Agreement of Merger**

James Henderson and Carey Tokirio hereby certify that:

1. They are the President & Chief Executive Officer and Secretary, respectively, of APRISO CORPORATION, a California corporation (the "Corporation").
2. The principal terms of the Agreement of Merger as set forth in the form attached were duly approved by all members of the board of directors of the Corporation.
3. There are 11,717,894 shares of Series A-1 Preferred Stock, 13,574,298 shares of Series B Preferred Stock and 31,317,882 shares of Common Stock outstanding and entitled to vote on the merger. The principal terms of the Agreement of Merger were required to be approved by 50.1% of the outstanding shares of Series B Preferred Stock, voting as a separate class, 50.1% of the outstanding shares of Series A-1 Preferred Stock and Series B Preferred Stock, voting together as a separate class, 50.1% of the outstanding shares of Common Stock, voting as a separate class, and 50.1% of the outstanding shares of Series A-1 Preferred Stock, Series B Preferred Stock and Common Stock, voting together as a single class. The principal terms of the Agreement of Merger as set forth in the form attached were approved by the outstanding shares of the Corporation by a vote of each class and series of capital stock that equaled or exceeded the vote required.

We further declare solely in our capacity as officers of the Corporation and under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: July 1, 2013

  
James Henderson, President & Chief Executive Officer

  
Carey Tokirio, Secretary

**Certificate of Approval of  
Agreement of Merger**

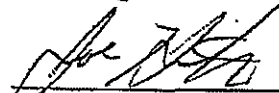
Kathy Allen and Joe Hutcheson hereby certify that:

1. They are the President & Chief Executive Officer and Secretary, respectively, of ACE ACQUISITION CORP., a California corporation (the "Corporation").
2. The principal terms of the Agreement of Merger as set forth in the form attached were duly approved by the sole member of the board of directors and by the sole shareholder of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding and entitled to vote on the merger is 100 shares.

We further declare solely in our capacity as officers of the Corporation and under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: July 1, 2013

  
Kathy Allen, President & Chief Executive Officer

  
Joe Hutcheson, Secretary