

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/18/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Webroot Software, Inc.		01/18/2007	CORPORATION: COLORADO

**RECEIVING PARTY DATA**

Name:	Webroot Software, Inc.
Street Address:	2650 55th Street
City:	Boulder
State/Country:	COLORADO
Postal Code:	80301
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 37**

Property Type	Number	Word Mark
Registration Number:	2753301	ACCELERATE 2K2
Registration Number:	2753276	AMBER ALERT NET
Registration Number:	2773695	AMBER ALERT NET
Registration Number:	2753307	
Registration Number:	2753305	
Registration Number:	2753268	
Registration Number:	2667184	CHILD SAFE
Serial Number:	77004530	
Registration Number:	2753277	!
Registration Number:	2766913	!
Registration Number:	2753303	
Registration Number:	2753275	INTERNET ESSENTIALS
Registration Number:	2753310	

**CH \$940.00 2753301**

Registration Number:	2753270	
Registration Number:	2438258	MACWASHER
Registration Number:	2753274	
Registration Number:	2705497	MY FIREWALL
Registration Number:	2753306	MY FIREWALL PLUS
Serial Number:	78585762	PHILEAS
Serial Number:	78444823	PHISH NET
Registration Number:	2953513	POP-UP WASHER
Registration Number:	2877206	
Registration Number:	2753308	
Serial Number:	78887220	ROCKSAFE
Registration Number:	2753302	
Serial Number:	78611177	SPY NEWS
Serial Number:	78368026	SPY PROTECTION
Serial Number:	78368040	SPY SCAN
Serial Number:	78368034	SPY SCANNER
Serial Number:	78368023	SPY SHIELD
Registration Number:	3170528	SPY SWEEPER
Serial Number:	78882532	
Serial Number:	78368020	SPYWARE SHIELD
Registration Number:	2753309	
Serial Number:	77004127	VERSIONGUARD
Registration Number:	2405273	WEBROOT
Registration Number:	2538432	WINDOW WASHER

**CORRESPONDENCE DATA**

Fax Number: (720)566-4099  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 720-566-4000  
Email: trademarks@cooley.com  
Correspondent Name: Cooley Godward Kronish LLP  
Address Line 1: 380 Interlocken Crescent  
Address Line 2: Suite 900  
Address Line 4: Broomfield, COLORADO 80021-8023

ATTORNEY DOCKET NUMBER:	303666-201
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NAME OF SUBMITTER:	Andrew Hartman
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Signature:

/Andrew Hartman/

Date:

02/15/2007

Total Attachments: 3

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# Delaware

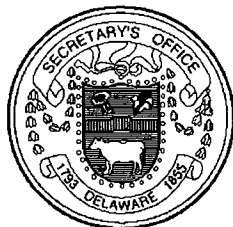
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WEBROOT SOFTWARE, INC.", A COLORADO CORPORATION,  
WITH AND INTO "WEBROOT SOFTWARE, INC." UNDER THE NAME OF  
"WEBROOT SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE EIGHTEENTH DAY OF JANUARY, A.D. 2007, AT 6:03  
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



4285525 8100M

070060425

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5366414

DATE: 01-19-07

TRADEMARK  
REEL: 003482 FRAME: 0017

**CERTIFICATE OF MERGER OF**

**WEBROOT SOFTWARE, INC.**  
a Colorado corporation

**WITH AND INTO**

**WEBROOT SOFTWARE, INC.**  
a Delaware corporation

Webroot Software, Inc., a Delaware corporation (the "Company"), DOES HEREBY CERTIFY AS FOLLOWS in accordance with Section 252(c) of the Delaware General Corporation Law (the "DGCL"):

**FIRST:** The names and states of incorporation of the corporations proposing to merge (the "Constituent Corporations") are as follows:

<b>Name of Corporation</b>	<b>State of Incorporation</b>
Webroot Software, Inc. ("Webroot Colorado")	Colorado
Webroot Software, Inc. ("Webroot Delaware")	Delaware

**SECOND:** An agreement and plan of merger has been adopted, approved, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the DGCL (the "Merger Agreement").

**THIRD:** The name of the surviving corporation shall be "Webroot Software, Inc." The surviving corporation shall be governed by the laws of the State of Delaware.

**FOURTH:** The Certificate of Incorporation of Webroot Delaware shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** The executed Merger Agreement is on file at an office of the surviving corporation. The address of said office is 2650 55<sup>th</sup> Street, Boulder, Colorado 80301.

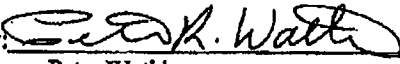
**SIXTH:** A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any Constituent Corporation.

**SEVENTH:** Webroot Colorado is authorized to issue 100,000,000 shares of Common Stock, par value \$0.001, and 50,000,000 shares of Preferred Stock, par value \$0.001.

**EIGHTH:** The merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

Executed and verified this 18<sup>th</sup> day of January, 2006.

WEBROOT SOFTWARE, INC., a Colorado  
corporation

By:   
Peter Watkins  
Chief Executive Officer

WEBROOT SOFTWARE, INC., a Delaware  
corporation

By:   
Peter Watkins  
Chief Executive Officer