

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SolarWinds, Inc.		12/05/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	SolarWinds Worldwide, LLC
Street Address:	3711 South MoPac Expressway
Internal Address:	Building Two
City:	Austin
State/Country:	TEXAS
Postal Code:	78746
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	77412471	SOLARWINDS
Serial Number:	77412588	
Registration Number:	2073649	CYBERGAUGE
Registration Number:	2716655	IPMONITOR
Registration Number:	3227510	IPMONITOR
Registration Number:	3227511	IPMONITOR
Registration Number:	3417619	LANSURVEYOR
Registration Number:	2307348	LANSURVEYOR
Registration Number:	3029059	NETMINDER
Registration Number:	2311217	NETMINDER
Registration Number:	3259711	ORION
Registration Number:	2276919	ROUTERCHECK
Registration Number:	3514809	SOLAR INK

CH \$465.00 77412471

Registration Number:	2917050	SOLARWINDS
Registration Number:	3328422	SOLARWINDS
Registration Number:	3470427	THWACK
Registration Number:	3470426	THWACK
Registration Number:	3274061	WATCHING THE NETWORK

CORRESPONDENCE DATA

Fax Number: (703)720-7801
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703.720.7800
Email: ipgeneraltyc@ssd.com, cgunderson@ssd.com, akey@ssd.com
Correspondent Name: Alisa C. Key, Esq.
Address Line 1: 8000 Towers Crescent Drive
Address Line 2: 14th Floor
Address Line 4: Vienna, VIRGINIA 22182

ATTORNEY DOCKET NUMBER:	087820.00023
NAME OF SUBMITTER:	Alisa C. Key, Esq.
Signature:	/alisa c. key/
Date:	12/08/2008

Total Attachments: 11

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ASSIGNMENT AGREEMENT

This *ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS* (the "Assignment"), made as of the 5th day of December, 2008, is entered into by and among SolarWinds, Inc., a Delaware Corporation, together with and as successor to SolarWinds.net, Inc, an Oklahoma Corporation ("SolarWinds" / "Assignors"), and SolarWinds Worldwide LLC, a Delaware Limited Liability Company ("SWLLC" / "Assignee").

WITNESSETH:

WHEREAS, Assignors and Assignee have entered into that certain Transfer Agreement dated as of December 5, 2008 (the "Transfer Agreement"), for the transfer of certain assets of Assignors to Assignee; and

WHEREAS, the Transfer Agreement provides that the Assignors shall assign all of their right, title and interest to all Intellectual Property associated with the business, as more specifically described on Exhibit A, attached hereto and incorporated herein by reference (the "Intellectual Property"); and

NOW, THEREFORE, Assignors and SolarWinds, for \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, agree as follows:

1. Assignors hereby irrevocably assign, convey and transfer to SolarWinds, all Intellectual Property. For purposes of this Assignment, "Intellectual Property" means all intellectual property (as defined below) that is owned by Assignors and embodied in the Software and all other Intellectual Property that is owned by Assignors and used exclusively in connection with the SolarWinds Software. For the purposes of this Assignment, "Intellectual Property" shall mean all of the following: (a) patents, patent applications, patent disclosures and all related continuation, continuation-in-part, divisional, reissue, reexamination, utility model, certificate of invention and design patents, patent applications, registrations and applications for registrations; (b) trademarks, service marks, trade dress, Internet domain names, logos, trade names and corporate names and registrations and applications for registration thereof (c) works of authorship and copyrights and registrations and applications for registration thereof; (d) mask works and registrations and applications for registration thereof; (e) computer software (including source code and object code), build scripts, bug reports, quality data, benchmarking information, translations and translation kits, test suites, test tools, test plans, data and internal and external documentation (including user's manuals, specifications, architectural documents, product requirement documents, product roadmaps, notes from technical support, flow charts, system diagrams, input/output layouts); (f) inventions, trade secrets and confidential business information, whether patentable or nonpatentable and whether or not reduced to practice, know-how, manufacturing and product processes and

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techniques, research and development information, copyrightable works, financial, marketing and business data, pricing and cost information, business and marketing plans and customer and supplier lists and information; (g) any other proprietary rights (including claims for past infringements thereof, remedies against infringements thereof and rights of protection of interest therein under the laws of all jurisdictions); and (h) copies and tangible embodiments thereof.

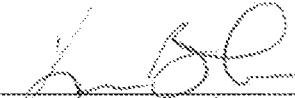
2. Assignors further agree, without further consideration, to cause to be performed such other lawful acts and to be executed such further assignments and other lawful documents as SolarWinds may from time-to-time reasonably request to effect fully this Assignment and to permit SolarWinds to be duly recorded as the registered owner of the Intellectual Property hereby conveyed; provided that SolarWinds shall be responsible for all direct out-of-pocket costs associated with the foregoing. Assignors hereby appoint SolarWinds (with full right of substitution), as Assignors' special attorney-in-fact solely to execute and deliver, in the name of Assignors, all assignments, applications, certificates, documents and other confirmatory instruments required under this Section 2 which Assignors unreasonably fail or refuse to execute and deliver for the benefit of SolarWinds. Assignors acknowledge and agree that the foregoing special power of attorney is coupled with an interest and therefore, (a) will survive any termination of this Assignment and (b) is irrevocable. SolarWinds agrees to bear all costs associated with recording and enforcing its ownership of the rights hereby conveyed.
3. Subject to the terms and conditions hereof, SolarWinds hereby accepts such assignment of the Intellectual Property.
4. Assignors acknowledge that SolarWinds may as it desires and in its sole discretion modify, disclose, edit, revise, publish or not publish and/or in any way create derivative works of the Intellectual Property conveyed hereunder without Assignors' consent or permission.
5. The terms of this Assignment shall not be deemed to modify, limit or diminish any of SolarWinds' rights under the Transfer Agreement.

[Signature Page Follows]


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

ASSIGNORS:

SOLARWINDS.NET, INC.

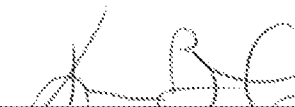
By: 
Name: Kevin B. Thompson
Title: CFO, COO and Treasurer

SOLARWINDS, INC.

By: 
Name: Kevin B. Thompson
Title: CFO, COO and Treasurer

ASSIGNEE:

SOLARWINDS WORLDWIDE, LLC

By: 
Name: Kevin B. Thompson
Title: CFO, COO and Treasurer of the Sole Member

SCHEDULE A

INTELLECTUAL PROPERTY

INTELLECTUAL PROPERTY IN THE NAME OF SOLARWINDS.NET, INC.







U.S. PATENTS

Application No.	Filing Date	Title
11/987,561	11/30/07	METHOD FOR SUMMARIZING FLOW INFORMATION OF NETWORK DEVICES
11/987,562	11/30/07	METHOD FOR SUMMARIZING FLOW INFORMATION FROM NETWORK DEVICES
12/003,052	12/19/07	METHOD FOR SELECTING VOIP CALL PATH TO MONITOR
12/000,910	12/18/07	METHOD FOR CONFIGURING ACLS ON NETWORK DEVICE BASED ON FLOW INFORMATION
11/987,560	11/30/07	METHOD FOR PARTITIONING NETWORK FLOWS BASED ON THEIR TIME INFORMATION
12/003,051	12/19/07	IP SLA ROUTER AUTO-CONFIGURATION

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Country	Mark	Status	Application No.	Filing Date	Registration No.	Registration Date	Class (es)
Canada	IPMONITOR	Registered	1,055,474	04/17/00	TMA571721	12/04/02	
Canada	IPMONITOR & Design	Registered	1,299,878	05/01/06	TMA700995	11/16/07	
Canada	LANSURVEYOR	Allowed	1,359,910	08/15/07			
Argentina	ORION	Registered	2,714,276	11/15/06	2,202,019	12/12/07	9
Australia	ORION	Pending	1146855	11/16/06			9

Country	Mark	Status	Application No.	Filing Date	Registration No.	Registration Date	Class (es)
Brazil	ORION	Published	829035974	03/07/07			9
Canada	ORION	Published	1,252,199	03/29/05	TMA727,902	11/16/08	
China	ORION	Pending	5932543	03/07/07			9
Japan	ORION	Pending	2006-116550	12/18/06			9
Australia	SOLARINK	Registered	1210585	11/16/07	1210585	04/24/08	16
Canada	SOLARINK	Published	1,372,350	11/16/07			
Argentina	SOLARWINDS	Registered	2,714,277	11/15/06	2,202,020	12/12/07	9
Australia	SOLARWINDS	Registered	1146854	11/16/06	1146854	11/16/06	9
Brazil	SOLARWINDS	Published	829035982	03/07/07			9
Canada	SOLARWINDS	Registered	1,252,198	03/29/05	TMA689,853	07/14/07	
China	SOLARWINDS	Pending	5932544	03/07/07			9



Country	Mark	Status	Application No.	Filing Date	Registration No.	Registration Date	Class (es)
Japan	SOLARWINDS	Registered	2006-116549	12/18/06	5088760	11/02/07	9
Mexico	SOLARWINDS	Pending	946422	07/09/08			9
Argentina		Registered	2,720,056	12/18/06	2.205.172	12/21/07	9
Australia		Registered	1152702	12/18/06	1152702	12/18/06	9
Brazil		Published	829035966	03/07/07			9
Canada		Pending	1,348,233	03/22/07			
China		Pending	5932545	03/07/07			9
Japan		Registered	2006-116551	12/18/06	5083842	10/12/07	9
Canada	THWACK	Published	1,372,351	11/16/07			
Mexico	THWACK	Pending	896813	11/20/07			42
Canada	WATCHING THE NETWORK	Registered	1,325,954	11/28/06	TMA 721,595	08/21/08	


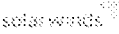
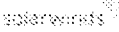
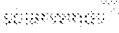
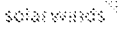
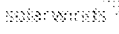
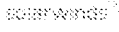
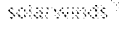
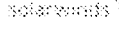
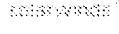

INTELLECTUAL PROPERTY IN THE NAME OF SOLARWINDS, INC.**U.S. PATENTS**










Application No.	Filing Date	Title
12/000,911	12/18/07	METHOD OF RESOLVING NETWORK ADDRESS TO HOST NAMES IN NETWORK FLOWS FOR NETWORK DEVICE
12/153,273	5/15/08	DISCOVERY AND VISUALIZATION OF ACTIVE DIRECTORY (AD) DOMAIN CONTROLLERS IN TOPOLOGICAL NETWORK MAPS
12/153,274	5/15/08	SPANNING TREE PROTOCOL (STP) TO ENHANCE LAYER 2 NETWORK TOPOLOGY
12/153,536	5/20/08	FILTERING OF MAP TOPOLOGY BASED ON NETWORK DISCOVERY CHARACTERISTICS
12/153,450	5/19/08	MANUAL CONFIGURATION FOR SITES THAT CANNOT GIVE READ/WRITE CREDENTIALS TO A VOICE OVER INTERNET PROTOCOL (VOIP) MONITOR


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Country	Mark	Status	Application No.	Filing Date	Registration No.	Registration Date	Class (es)
US	CYBERGAUGE	Registered	75/102,438	05/10/96	2,073,649	06/24/07	9
US	IPMONITOR	Registered	76/027,956	04/18/00	2,716,655	05/13/03	9
US	IPMONITOR	Registered	78/873,865	05/01/06	3,227,510	04/10/07	9, 16, 42
CTM	IPMONITOR & Design	Registered	5584545	12/15/06	5584545	11/07/07	9, 16, 42
US	IPMONITOR & Design	Registered	78/873,877	05/01/06	3,227,511	04/10/07	9, 16, 42
US	LANSURVEYOR	Registered	77/250,120	08/08/07	3,417,619	04/29/08	9
US	LANSURVEYOR (Stylized)	Registered	75/572,694	10/19/98	2,307,348	01/11/00	9

Country	Mark	Status	Application No.	Filing Date	Registration No.	Registration Date	Class (es)
US	NETMINDER	Registered	78/537,911	12/23/04	3,029,059	12/13/05	9
US	NETMINDER (Stylized)	Registered	75/572,693	10/19/98	2,311,217	01/25/00	9
CTM	ORION	Published	5463575	11/13/06			9
US	ORION	Registered	76/563,595	11/24/03	3,259,711	07/10/07	9
US	ROUTERCHECK	Registered	75/572,695	10/19/98	2,276,919	09/07/99	9
CTM	SOLARINK	Published	6447247	11/16/07			9, 16, 41
US	SOLARINK	Registered	77/183,556	05/17/07	3,514,809	10/14/08	16
CTM	SOLARWINDS	Registered	5463591	11/13/06	5463591	11/05/07	9
US	SOLARWINDS	Registered	76/563,597	11/24/03	2,917,050	01/11/05	9
CTM		Registered	5564851	12/19/06	5564851	12/07/07	9
US		Registered	77/058,905	12/07/06	3,328,422	11/06/07	9

Country	Mark	Status	Application No.	Filing Date	Registration No.	Registration Date	Class (es)
Argentina		Pending	2853603	09/03/08			9
Australia		Pending	1259803	09/01/08			9
Brazil		Pending		09/04/08			9
Canada		Pending	1,409,431	09/04/08			9
China		Pending		09/04/08			9
CTM		Pending	7205594	09/02/08			9
Japan		Pending	2008-71889	09/02/08			9
Mexico		Pending	946420	07/09/08			9
Singapore		Pending	T0811950H	09/03/08			9
US		Pending	77412471	03/04/08			9
Argentina		Pending	2853604	09/03/08			9

Country	Mark	Status	Application No.	Filing Date	Registration No.	Registration Date	Class (es)
Australia		Pending		09/03/08			9
Brazil		Pending		09/04/08			9
Canada		Pending	1,409,426	09/04/08			9
China		Pending		09/04/08			9
CTM		Pending	7205859	09/02/08			9
Japan		Pending	2008-72651	09/03/08			9
Mexico		Pending	959194	09/04/08			9
Singapore		Pending	T08119551	09/03/08			9
US		Pending	77412588	03/04/08			9
Argentina	THWACK	Published	2,786,681	11/16/07			42
CTM	THWACK	Registered	6268601	09/10/07	6268601	09/10/2008	42

Country	Mark	Status	Application No.	Filing Date	Registration No.	Registration Date	Class (es)
US	THWACK	Registered	77/187,243	05/22/07	3,470,427	07/22/2008	41
US		Registered	77/187,235	05/22/07	3,470,426	07/22/2008	41
CTM	WATCHING THE NETWORK	Registered	5939889	05/25/07	5939889	05/25/2007	9, 42
US	WATCHING THE NETWORK	Registered	77/053,604	11/29/06	3,274,061	08/07/2007	9, 16, 42

U.S. COPYRIGHTS

Title	Status	Registration No.	Registration Date
SolarWinds Website	Registered	TX0006857790	08/08/2008