

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Websense, Inc.		10/29/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	1455 Market Street, 5th Floor
<b>Internal Address:</b>	Mail Code CA5-701-05-19
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94103
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	3655136	THREATSEEKER
Registration Number:	3638371	YES
Registration Number:	3638370	WEBSENSE
Registration Number:	3638369	WEBSENSE YES!
Registration Number:	2446137	WEBSENSE ENTERPRISE
Registration Number:	2189713	WEBSENSE
Registration Number:	2122340	WEBSENSE
Serial Number:	85063773	DEFENSIO

**CORRESPONDENCE DATA**

Fax Number: (919)416-8328  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 9192868041  
 Email: pto\_tmconfirmation@mvalaw.com  
 Correspondent Name: Moore & Van Allen PLLC

**900178966**

**TRADEMARK  
 REEL: 004434 FRAME: 0940**

OP \$215.00 3655136

**Address Line 1:** 430 Davis Drive  
**Address Line 2:** Suite 500  
**Address Line 4:** Morrisville, NORTH CAROLINA 27560

**ATTORNEY DOCKET NUMBER:** 017625-4635 JES

**NAME OF SUBMITTER:** John E. Slaughter

**Signature:** /John E. Slaughter/

**Date:** 12/16/2010

**Total Attachments: 4**  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

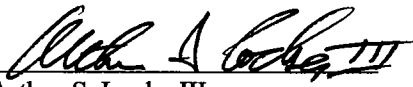
Please be advised that pursuant to the Security and Pledge Agreement dated as of October 29, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[SIGNATURE PAGE FOLLOWS]

Very truly yours,

WEBSense, INC., a Delaware corporation

By: 

Name: Arthur S. Locke III

Title: SVP, Chief Financial Officer

Address: 10240 Sorrento Valley Road  
San Diego, CA 92121



**Acknowledged and Accepted:**

**BANK OF AMERICA, N.A., as Administrative Agent**

By: Robert Rittel

Name:

Title:

**ROBERT RITTELMEYER  
VICE PRESIDENT**

Address: Mail Code: CA5-701-05-19  
1455 Market St., 5<sup>th</sup> Floor  
San Francisco, CA 94103

**WEBSense, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS – US  
(Websense, Inc.)**

**TRADEMARK  
REEL: 004434 FRAME: 0944**

**Schedule 1**

**Websense, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
THREATSEEKER	3655136	07/14/09
YES and Design	3638371	06/16/09
WEBSENSE	3638370	06/16/09
WEBSENSE YES! and Design	3638369	06/16/09
WEBSENSE ENTERPRISE	2446137	04/24/01
WEBSENSE	2189713	09/15/98
WEBSENSE	2122340	12/16/97

**Pending Application**

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>
DEFENSIO	85063773	06/15/10