

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	AMENDMENT NUMBER ONE TO FIRST LIEN TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CODEGEAR LLC		12/28/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	WELLS FARGO CAPITAL FINANCE, INC., formerly known as Wells Fargo Foothill, Inc., as Agent
Street Address:	2450 Colorado Avenue, Suite 3000 West
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90404
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3800419	TURBORUBY
Registration Number:	3842232	DELPHI PRISM
Registration Number:	3531354	DATASNAP
Registration Number:	3616637	CODE GEAR
Registration Number:	3640306	BLACKFISH
Registration Number:	3669938	3RDRAIL
Registration Number:	3616702	JGEAR

CORRESPONDENCE DATA

Fax Number: 2136270705

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (213) 683-5627

Email: nancychow@paulhastings.com

CH \$190.00 3800419

Correspondent Name: Nancy Chow
Address Line 1: Paul Hastings LLP
Address Line 2: 515 South Flower Street, 25th Floor
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	EMBARCADERO (45035.00224)
NAME OF SUBMITTER:	Nancy Chow
Signature:	/Nancy Chow/
Date:	12/28/2012

Total Attachments: 5
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AMENDMENT NUMBER ONE TO FIRST LIEN TRADEMARK SECURITY AGREEMENT

This **AMENDMENT NUMBER ONE TO FIRST LIEN TRADEMARK SECURITY AGREEMENT**, dated as of December 28, 2012 (this "Amendment"), is delivered pursuant to Section 5 of First Lien Trademark Security Agreement, dated as of September 30, 2008 (the "Trademark Security Agreement"), by and between CodeGear, LLC, a Delaware limited liability company (the "Grantor") and **WELLS FARGO CAPITAL FINANCE, INC.** (formerly known as Wells Fargo Foothill, Inc.), a California corporation, in its capacity as the arranger and administrative agent for the Lender Group and the Bank Product Providers (in such capacity, together with its successors, if any, in such capacity, "Agent"). Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Trademark Security Agreement, which by this reference is incorporated herein.

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on May 13, 2009 at Reel 003986, Frame 0892; and

WHEREAS, the Grantor and Agent wish to amend the Trademark Security Agreement by amending Schedule I to the Trademark Security Agreement to add the trademarks appearing on Exhibit A hereto, and have agreed to do so.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to amend the Trademark Security Agreement as follows:

1. The Grantor and Agent hereby agree that Schedule I to the Trademark Security Agreement is hereby amended by adding the trademarks appearing on Exhibit A hereto (the "Additional Trademarks"), and such Additional Trademarks shall secure all Secured Obligations.

2. The Grantor hereby: (a) reaffirms all prior grants of security interests in favor of Agent in all of Grantor's right, title, and interest in, to, and under the Trademark Collateral identified on Schedule I to the Trademark Security Agreement prior to the effectiveness of this Amendment; (b) grants, assigns, transfers, and conveys to Agent, for the benefit of the Lender Group and the Bank Product Providers, continuing security interests in all of Grantor's right, title, and interest in, to, and under the Additional Trademarks; (c) represents and warrants that the representations and warranties in the Trademark Security Agreement, as amended by this Amendment, are true and correct in all material respects on and as of the date hereof, as though made on such date; and (d) agrees that the Trademark Security Agreement as amended hereby is and shall remain in full force and effect.

3. THE VALIDITY OF THIS AMENDMENT, THE CONSTRUCTION, INTERPRETATION, AND ENFORCEMENT HEREOF, AND THE RIGHTS OF THE PARTIES HERETO WITH RESPECT TO ALL MATTERS ARISING HEREUNDER OR RELATED HERETO SHALL BE DETERMINED UNDER, GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

4. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement. Delivery of an executed counterpart of this Amendment by telefacsimile or other electronic method of transmission shall be equally as effective as delivery of an original executed counterpart of this Amendment. Any party delivering an executed counterpart of this Amendment by telefacsimile or other electronic method of transmission also shall deliver an original executed counterpart of this Amendment but the failure to deliver an original executed counterpart shall not affect the validity, enforceability, and binding effect of this Amendment.


5. This Amendment is a Loan Document.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned parties hereto have executed this Amendment by and through their duly authorized officers, as of the day and year first above written.

GRANTOR:

CODEGEAR LLC., a Delaware limited liability company

By: 
Name: Wayne Williams
Title: President

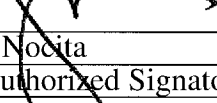
[SIGNATURE PAGE TO AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK
REEL: 004931 FRAME: 0415

AGENT:

WELLS FARGO CAPITAL FINANCE, INC.,
formerly known as Wells Fargo Foothill, Inc.,
a California corporation

By: _____
Name: John Nocita
Title: Its Authorized Signatory



[SIGNATURE PAGE TO AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT]

EXHIBIT A
SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT

Trademark Registrations/Applications

Grantor	Title/ Mark	Country	Status	Registration/Serial No.	Registration Date
CodeGear LLC	TURBORUBY	U.S.A	Registered	77/609,123; 3,800,419	11/06/2008; 06/08/2010
CodeGear LLC	DELPHI PRISM	U.S.A	Registered	77/600,631; 3,842,232	10/25/2008; 08/31/2010
CodeGear LLC	DATASNAP	U.S.A.	Registered	76/185,139; 3,531,354	12/23/2000; 11/11/2008
CodeGear LLC	CODE GEAR	U.S.A.	Registered	77/194,973; 3,616,637	05/31/2007; 05/05/2009
CodeGear LLC	BLACKFISH	U.S.A.	Registered	77/219,728; 3,640,306	06/29/2007; 6/16/2009
CodeGear LLC	3RDRAIL	U.S.A.	Registered	77/221,985; 3,669,938	07/03/2007; 08/18/2009
CodeGear LLC	JGEAR	U.S.A.	Registered	77/227,475; 3,616,702	07/11/2007; 05/05/2009