

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/01/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Coldspark, Inc.		01/23/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Quest Software, Inc.		
Street Address:	5 Polaris Way		
City:	Aliso Viejo		
State/Country:	CALIFORNIA		
Postal Code:	92656		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3440336	YOUR BUSINESS TO THE POWER OF EMAIL	
Registration Number:	3601915	COLDSPARK	
CORRESPONDENCE DATA			
Fax Number:	8453626111		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	8453626100		
Email:	arubinstein@weissarons.com		
Correspondent Name:	Abigail Rubinstein, Esq.		
Address Line 1:	1540 Route 202		
Address Line 4:	Pomona, NEW YORK 10970		
NAME OF SUBMITTER:	Abigail Rubinstein, Esq.		
Signature:	/Abigail Rubinstein/		

Date:

11/18/2013

Total Attachments: 5

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AGREEMENT AND PLAN OF MERGER

BETWEEN

COLDSPARK, INC.

AND

QUEST SOFTWARE, INC.

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger") is entered into as of January 23, 2013 by Coldspark, Inc., a Delaware corporation ("Coldspark" or the "Non-Surviving Entity"), and Quest Software, Inc., a Delaware corporation ("Quest" or the "Surviving Entity").

WITNESSETH

WHEREAS, the Non-Surviving Entity is a corporation duly organized and validly existing under the laws of the State of Delaware;

WHEREAS, the Surviving Entity is a corporation duly organized and validly existing under the laws of the State of Delaware;

WHEREAS, the Surviving Entity is the direct owner of all of the outstanding equity interest of the Non-Surviving entity; and

WHEREAS, the sole director of Quest has duly approved and adopted this Agreement and Plan of Merger providing for the merger of Coldspark with and into Quest with Quest surviving as the Surviving Entity as authorized by the provisions under Section 253 of the Delaware General Corporation Law (the "Merger").

NOW, THEREFORE, based on the foregoing premises, and in consideration of the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the Merger, the parties hereto have agreed and do hereby agree as follows:

1. The Non-Surviving Entity, pursuant to the applicable provisions under Section 253 of the Delaware General Corporation Law, shall be merged with and into a single corporation, to wit, the Surviving Entity, upon the Effective Date, which Surviving Entity shall continue to exist under its present name pursuant to the Delaware General Corporation Law. The separate existence of the Non-Surviving Entity shall cease on the Effective Date in accordance with the applicable provisions of the Delaware General Corporation Law.
2. On the Effective Date, the Surviving Entity shall: (a) assume all of the liabilities and obligations of the Non-Surviving Entity; (b) acquire all of the rights, privileges, immunities, powers and purposes of the Non-Surviving Entity; and (c) acquire all of the property of the Non-Surviving Entity, real and personal, without further act or deed.

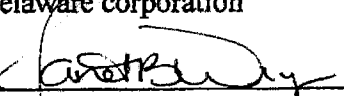
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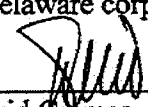
3. The effective date of the Merger shall be February 1, 2013 (the "Effective Date").
4. The Certificate of Incorporation, as amended, of the Surviving Entity shall continue in full force and effect as the Certificate of Incorporation of the Surviving Entity until amended in the manner prescribed by the provisions of the Delaware General Corporation Law.
5. The Bylaws, as amended, of the Surviving Entity shall be the Bylaws of the Surviving Entity and shall continue in full force and effect until changed, altered, or amended as provided in such Bylaws and in the manner prescribed by the provisions of the Delaware General Corporation Law.
6. The Non-Surviving Entity and the Surviving Entity hereby stipulate that they shall cause the appropriate officers and directors to execute, file and record any document or documents prescribed by the laws of the State of Delaware, and that the Non-Surviving Entity and the Surviving Entity will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
7. The proper officers and directors of the Non-Surviving Entity and Surviving Entity, respectively, are each hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger herein provided for.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written.

SURVIVING ENTITY:
QUEST SOFTWARE, INC.
a Delaware corporation

By: 
Janet B. Wright
Vice President and Assistant Secretary

NON-SURVIVING ENTITY:
COLDSPARK, INC.
a Delaware corporation

By: 
David Cramer
VP, General Counsel and Corporate Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:07 PM 01/31/2013
FILED 05:46 PM 01/31/2013
SRV 130117290 - 4645336 FILE

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING**

COLDSPARK, INC.

INTO

QUEST SOFTWARE, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Quest Software, Inc., a corporation incorporated on the 14th day of January, 2009, (the "Corporation") pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Delaware Law");

DOES HEREBY CERTIFY, that this Corporation owns 100% of the capital stock of Coldspark, Inc., a Delaware corporation (the "Subsidiary"). The original Certificate of Incorporation of the Subsidiary was filed with the Secretary of State of the State of Delaware on April 30, 2009 under the name of Chickasaw Acquisition Corporation II. On June 9, 2009, a Certificate of Merger was filed with the Secretary of State of the State of Delaware changing the Subsidiary name to Coldspark, Inc. Pursuant to Section 253 of the Delaware Law, this Corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 23 day of January, 2013, determined to merge into itself said Subsidiary which resolution is in the following words to wit:

APPROVAL OF MERGER AGREEMENT WITH COLDSPARK, INC.

WHEREAS, the Corporation is a corporation duly formed under the laws of the State of Delaware and filed its Certificate of Incorporation with the Delaware Secretary of State on January 14, 2009;

WHEREAS, Coldspark, Inc. (the "Subsidiary") is a corporation duly formed under the laws of the State of Delaware and filed its original Certificate of Incorporation in the Secretary of State of the State of Delaware on April 30, 2009 under the name of Chickasaw Acquisition Corporation II. On June 9, 2009, a Certificate of Merger of the Subsidiary was filed with the Secretary of State of the State of Delaware changing the Subsidiary name to Coldspark, Inc.;

WHEREAS, the Subsidiary is a 100% wholly-owned, direct subsidiary of the Corporation;

WHEREAS, the Board has determined to enter into an Agreement and Plan of Merger between the Corporation and the Subsidiary (the "Agreement");

WHEREAS, pursuant to the Agreement, the Subsidiary will merge with the Corporation, with the Corporation being the surviving entity (the "Merger");

WHEREAS, the Board has been presented with, among other things, and has reviewed with counsel to the Corporation, the terms and conditions of the Agreement and the documents referenced therein or contemplated thereby, including, but not limited to, the Certificate of Ownership, with the Subsidiary (the "Certificate", and together with the Agreement, the "Merger Documents"); and

WHEREAS, the Board has determined that the Merger and the Merger Documents are advisable, fair and in the best interest of the Corporation.

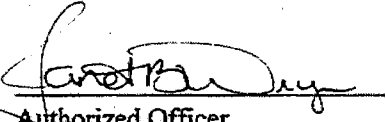
NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the Merger Documents and the Merger to be effected on and pursuant to the terms and conditions of the Merger Documents;

FURTHER RESOLVED, that the Board hereby approves the form and content of the Merger Documents;

FURTHER RESOLVED, that the officers of the Corporation (the "Authorized Persons") are hereby authorized and directed, for and on behalf of the Corporation and the Subsidiary, to execute, deliver, file, acknowledge and record any and all such documents and instruments, and to take or cause to be done any and all such other actions as they, or any of them, may deem necessary or desirable to effectuate and carry out the purposes and intent of the foregoing resolutions; and

FURTHER RESOLVED, that all actions previously taken by the Authorized Persons in connection with, or in preparation for, the transactions contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, said parent Corporation has caused this certificate to be signed by an authorized officer this 23 day of January, 2013.

By: 
Authorized Officer

Name: Janet B. Wright

Title: Vice President and Assistant Secretary