

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM364942

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	entity conversion with name change		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SecureWorks Holding Corporation		11/24/2015	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	SecureWorks Corp.		
Street Address:	2711 Centerville Road, Suite 400		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19808		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	2616942	SECUREWORKS	
Registration Number:	3440123	SHERLOCK	
Registration Number:	3329157	SECUREWORKS	
Registration Number:	3994340	LOGVAULT	
Registration Number:	3307046	ISENSOR	
Registration Number:	3994770	CTU	
Registration Number:	3994757	COUNTER THREAT UNIT	
Registration Number:	3709678	COMPLIANCE CENTRAL	
Serial Number:	86693759	RED CLOAK	
CORRESPONDENCE DATA			
Fax Number:	7036106200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	703 610 6100		
Email:	boxip@hoganlovells.com		
Correspondent Name:	Timothy J. Lyden, Hogan Lovells US LLP		
Address Line 1:	7930 Jones Branch Drive, 9th Floor		
Address Line 2:	Attn: Box Intellectual Property		
Address Line 4:	McLean, VIRGINIA 22102		

CH \$240.00 2616942

ATTORNEY DOCKET NUMBER:	36661.32
NAME OF SUBMITTER:	Timothy J. Lyden
SIGNATURE:	/Timothy J . Lyden/
DATE SIGNED:	12/08/2015

Total Attachments: 10

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STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on 11/24/2015 converting

SECUREWORKS HOLDING CORPORATION

a Domestic Profit Corporation

to

SECUREWORKS HOLDING CORPORATION

a NonQualifying Entity

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of
Atlanta and the State of Georgia on 11/24/2015



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

CERTIFICATE OF CONVERSION
OF
SECUREWORKS HOLDING CORPORATION
TO BECOME A DELAWARE CORPORATION
PURSUANT TO SECTION 14-2-1109.3 OF THE
GEORGIA BUSINESS CORPORATION CODE

November 23, 2015

Pursuant to the provisions of Section 14-2-1109.3(i) of the Georgia Business Corporation Code (the "Code"), SecureWorks Holding Corporation, a Georgia corporation (the "Corporation"), submits the following Certificate of Conversion:

1. The name of the Corporation is SecureWorks Holding Corporation.
2. The name and jurisdiction of the entity to which the Corporation shall be converted is SecureWorks Corp., a Delaware corporation (the "Converted Entity").
3. A plan of conversion has been adopted by the Corporation as required by Section 14-2-1109.3(c) of the Code.
4. The authority of the Corporation's registered agent to accept service on its behalf is revoked as of the effective time of the conversion and the Secretary of State is irrevocably appointed as the agent for service of process on the Converted Entity in any proceeding to enforce an obligation of the Corporation arising prior to the effective time of the conversion.
5. The mailing address to which a copy of any process served on the Secretary of State may be mailed is One Concourse Parkway NE, Suite 500, Atlanta, Georgia 30328.
6. The Secretary of State shall be notified of any change in the Converted Entity's mailing address.

[Signature on following page]

IN WITNESS WHEREOF, SecureWorks Holding Corporation has caused this Certificate of Conversion to be executed by a duly authorized officer as of the date first written above.

SECUREWORKS HOLDING CORPORATION

By: 

Name: Janet B. Wright

Title: Vice President and Assistant Secretary

GA Certificate of Conversion

SECRETARY OF STATE
CORPORATIONS DIVISION

2015 NOV 24 PM 12:00

TRADEMARK

REEL: 005684 FRAME: 0469

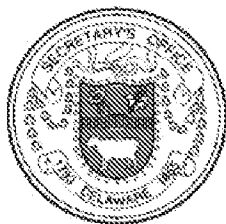
Delaware

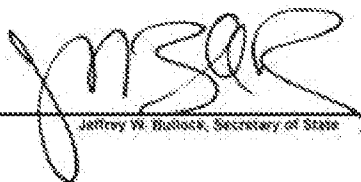
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A GEORGIA CORPORATION UNDER THE NAME OF "SECUREWORKS HOLDING CORPORATION" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SECUREWORKS HOLDING CORPORATION" TO "SECUREWORKS CORP.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2015, AT 12:32 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

5887364 8100F
SR# 20151061759

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10491105
Date: 11-24-15

TRADEMARK
REEL: 005684 FRAME: 0470

**CERTIFICATE OF CONVERSION TO CORPORATION
OF
SECUREWORKS HOLDING CORPORATION (a Georgia corporation)
TO
SECUREWORKS CORP. (a Delaware corporation)**

This Certificate of Conversion to Corporation, dated as of November 24, 2015, is being duly executed and filed by SecureWorks Holding Corporation, a Georgia corporation (the "Georgia Corporation"), to convert the Georgia Corporation to SecureWorks Corp., a Delaware corporation (the "Corporation"), under Section 14-2-1109.3 of the Georgia Business Corporation Code and Section 265 of the General Corporation Law of the State of Delaware (8 Del.C., § 101, et seq.).


1. The Georgia Corporation was first incorporated on May 22, 2009. The Georgia Corporation was first incorporated under the laws of the State of Georgia and was a corporation under the laws of the State of Georgia immediately prior to the filing of this Certificate of Conversion to Corporation.

2. The name and type of entity of the Georgia Corporation immediately prior to the filing of this Certificate of Conversion to Corporation was SecureWorks Holding Corporation, a Georgia corporation.

3. The name of the Corporation as set forth in its certificate of incorporation filed in accordance with Section 265(b) of the General Corporation Law of the State of Delaware is SecureWorks Corp.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Corporation as of the date first above written.

**SECUREWORKS HOLDING CORPORATION
(a Georgia corporation),**

By 
Name: Janet B. Wright
Title: Vice President and Assistant Secretary

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SECUREWORKS CORP." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2015, AT 12:32 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

5887364 8100F
SR# 20151061759

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10491105
Date: 11-24-15

TRADEMARK
REEL: 005684 FRAME: 0472

**CERTIFICATE OF INCORPORATION
OF
SECUREWORKS CORP.**

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

FIRST. The name of the corporation is SecureWorks Corp. (the "Corporation").

SECOND. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, Delaware 19808, in the county of New Castle. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time (the "Delaware General Corporation Law"). The Corporation is being incorporated in connection with the conversion of SecureWorks Holding Corporation, a Georgia corporation, to the Corporation in accordance with Georgia law and Section 265 of the Delaware General Corporation Law, and this Certificate of Incorporation is being filed simultaneously with the Certificate of Conversion to Corporation (the "Certificate of Conversion").

FOURTH. (a) Authorized Stock. The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 2,000 shares, consisting of (1) 1,000 shares of Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), and (2) 1,000 shares of Class B common stock, par value \$0.01 per share (the "Class B Common Stock").

(b) Reclassification. Upon the filing of the Certificate of Conversion and this Certificate of Incorporation (the "Effective Time"), all shares of common stock, par value \$0.01 per share, of SecureWorks Holding Corporation, a Georgia corporation (the "Prior Common Stock"), outstanding immediately prior to the Effective Time shall be automatically reclassified as, and converted into, and shall be deemed to be, 1,000 issued and outstanding, fully paid and non-assessable shares of Class B Common Stock, without any action required on the part of the Corporation or any former holder of the Prior Common Stock (the "Reclassification"). All such shares of Class B Common Stock shall be uncertificated until such time as certificates are issued with respect thereto.

(c) Status. The Corporation shall not close its books against the transfer of Prior Common Stock in any manner that interferes with the Reclassification. All shares of Class B Common Stock outstanding by operation of the Reclassification shall be duly and validly issued, fully paid and non-assessable.

(d) Voting. Except as otherwise required by law, each share of Class A Common Stock outstanding shall be entitled to one (1) vote and each share of Class B Common Stock outstanding shall be entitled to ten (10) votes. The holders of Class A Common Stock and Class B Common Stock shall vote together as a single class and their votes shall be counted and totaled together on all matters submitted to a vote of stockholders of the Corporation.

(e) Conversion. Each record holder of shares of Class B Common Stock, at the option of such holder, may convert, at any time and from time to time, any or all of such shares into an equal number of fully paid and non-assessable shares of Class A Common Stock by surrendering the certificates, if any, or delivering an affidavit of lost certificate, for such shares, or by delivery of duly executed instructions with respect to uncertificated shares of Class B Common Stock, accompanied by any payment required for documentary, stamp or similar issue or transfer taxes and by a written notice by such record holder delivered to the Corporation at its registered office in the State of Delaware or its principal place of business stating that such record holder wishes to convert such shares of Class B Common Stock into the same number of shares of Class A Common Stock, and requesting that the Corporation issue all of such shares of Class A Common Stock to the person or persons named in such notice. Such notice shall set forth the number of shares of Class B Common Stock being converted into shares of Class A Common Stock, the number of shares of Class A Common Stock to be issued to each such person and the denominations in which the certificates, if any, therefor are to be issued. To the extent permitted by law, such voluntary conversion shall be deemed to have been effected at 5:00 p.m. Eastern Time on the date on which such notice is delivered to the Corporation in accordance with this Section (e).

FIFTH. The incorporator of the Corporation is Robert Potts, whose mailing address is One Dell Way, Round Rock, Texas 78682.

SIXTH. Unless and except to the extent that the bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

SEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation.

EIGHTH. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law or (4) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. No modification or repeal of the provisions of this Article EIGHTH shall adversely affect any right or protection of any director of the Corporation

existing at the date of such modification or repeal or create any liability or adversely affect any such right or protection for any acts or omissions of such director occurring prior to such modification or repeal.

NINTH. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article NINTH.

TENTH. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the persons who are to serve as the initial directors of the Corporation until the first annual meeting of stockholders of the Corporation, or until their successors are duly elected and qualified, are:

Michael R. Cote
c/o SecureWorks Corp.
One Concourse Parkway NE
Suite 500
Atlanta, Georgia 30328

Christopher Kleiman
c/o SecureWorks Corp.
One Concourse Parkway NE
Suite 500
Atlanta, Georgia 30328

Maya G. McReynolds
c/o SecureWorks Corp.
One Concourse Parkway NE
Suite 500
Atlanta, Georgia 30328

Janet B. Wright
c/o SecureWorks Corp.
One Concourse Parkway NE
Suite 500
Atlanta, Georgia 30328

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is his act and deed on this 24th day of Nov., 2015.



Name: Robert Potts
Incorporator