

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM367631

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Labtech Software, LLC		12/30/2015	LIMITED LIABILITY COMPANY: FLORIDA
RECEIVING PARTY DATA			
Name:	Connectwise, Inc.		
Street Address:	4110 George Road		
Internal Address:	Suite 200		
City:	Tampa		
State/Country:	FLORIDA		
Postal Code:	33634		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4368275	LABTECH	
Registration Number:	4795074		
Serial Number:	86562386	SYNERGY PLATFORM	
CORRESPONDENCE DATA			
Fax Number:	4192559639		
<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>			
Email:	docketing@mstfirm.com		
Correspondent Name:	MacMillan, Sobanski & Todd, LLC		
Address Line 1:	720 Water Street		
Address Line 2:	One Maritime Plaza, 5th Floor		
Address Line 4:	Toledo, OHIO 43604		
ATTORNEY DOCKET NUMBER:	1-57594		
NAME OF SUBMITTER:	James A. Duggan		
SIGNATURE:	/jamesaduggan/		
DATE SIGNED:	12/31/2015		

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Total Attachments: 9

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TRADEMARK ASSIGNMENT

This Assignment ("Assignment") is made effective as of January 1, 2016 from Labtech Software LLC, a Florida Limited Liability Company having a principal place of business at 4110 George Road, Suite 200; Tampa, Florida 33634 ("ASSIGNOR"), to Connectwise, Inc., a Delaware Corporation ("ASSIGNEE"):

WHEREAS, ASSIGNOR is the owner of the trademark registrations and pending trademark applications (the "Marks") as described in Exhibit A, attached hereto and incorporated by reference herein, together with the goodwill of the business symbolized thereby in connection with the goods and/or services on which the Marks are used.

WHEREAS, ASSIGNOR desires to convey, transfer, assign, deliver, and contribute to ASSIGNEE all of its right, title, and interest in and to the Marks and the goodwill associated with each mark, by and through this Assignment and that certain Corporate Merger Agreement duly executed under the laws of the state of Florida on November 24, 2015 and made effective as of January 1, 2016, a copy of excerpted portions providing evidence of said merger incorporated as Exhibit B to this instrument and constituting recordation of the same.

NOW, THEREFORE, in consideration of the payment of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby conveys, transfers, assigns, delivers, and contributes to ASSIGNEE all of ASSIGNOR'S right, title, and interest of whatever kind in and to the Marks, together with (1) the goodwill of the business relating to the Products in respect upon which the Marks are used and for which they are registered; (2) all income, royalties, and damages hereafter due or payable to ASSIGNOR with respect to the Marks, including without limitation, damages, and payments for past or future infringements and misappropriations of the Marks; and (3) all rights to sue for past, present and future infringements or misappropriations of the Marks.

ASSIGNOR further covenants that it will execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in ASSIGNEE full right, title, and interest in the Marks.

IN WITNESS WHEREOF, ASSIGNOR has duly executed this Assignment, on

December 30, 2015

Labtech Software, LLC


by Matthew J. Nachtrab

Manager

Labtech Software, LLC

Exhibit A

Marks

Mark, Trademark Registration No. (or Application Serial No.), Registration (or Application) date, (and any other identifying information)


Mark	Reg. or Appl. No.	Reg. or Appl. Date
LABTECH	4368275	July 16, 2013
 robot head, G/S same as Reg No 4368275	4795074	August 18, 2015
SYNERGY PLATFORM	86/562386	March 12, 2015

Exhibit B
Corporate Merger Agreement: ConnectWise.com, Inc., a Florida Coporation to
Connectwise, Inc., a Delaware Corporation

AGREEMENT AND PLAN OF MERGER AND EXCHANGE

This Agreement and Plan of Merger and Exchange (the "Merger Agreement") is made as of November 24, 2015 by and among ConnectWise, Inc., a Delaware corporation ("CWI"); ConnectWise.com, Inc., a Florida corporation ("CWC"); Quotemaster, Inc., a Washington corporation ("QINC"); MGD Software Group, LLC, a Delaware limited liability company ("MGD"); Quosal, LLC, a Florida limited liability company ("Quosal"); LabTech Software, LLC, a Florida limited liability company ("LT"); the holders of all of the issued and outstanding shares of common stock of CWC as of the date of this Merger Agreement (collectively, the "CWC Shareholders"); the holders of all of the issued and outstanding membership interests of MGD as of the date of this Merger Agreement (collectively, the "MGD Members"); and the holders of all of the issued and outstanding shares of common stock of QINC as of the date of this Merger Agreement (collectively, the "QINC Shareholders"). CWI, CWC, QINC, MGD, Quosal, LT, the CWC Shareholders, the MGD Members, and the QINC Shareholders are referred to collectively in the Merger Agreement as the "Parties." In addition, CWC, QINC, MGD, Quosal and LT are referred to collectively in the Merger Agreement as the "Non-Surviving Entities."

BACKGROUND

- A. The Parties' current ownership structure is reflected in the diagram on Exhibit A to this Merger Agreement (the "Current Ownership Structure").
- B. A large number of the Parties (certain ownership changes have since occurred due to estate planning transactions) previously executed a Stock and Membership Interest Exchange Agreement and Plan of Reorganization dated December 18, 2014 (the "Exchange Agreement"), which set forth certain terms under which the parties to the Exchange Agreement were to exchange their ownership interests in certain existing entities, as described in the Exchange Agreement, for stock in CWI, which the parties intend to take public in a registered Initial Public Offering of the CWI common stock. Under the Exchange Agreement, this exchange was to have occurred immediately after the registered Initial Public Offering of the CWI common stock became effective.
- C. The Parties have now determined to effect an internal reorganization more quickly than the proposed timing under the Exchange Agreement. The intended effective times for the transactions under this Merger Agreement are: (1) 11:59 p.m. (eastern time) on December 31, 2015 for the transfers described in Section 1.01(a) of this Merger Agreement and the Mergers described in Section 1.01(b)(i) of this Merger Agreement (the "First Effective Time"); (2) 12:01 a.m. (eastern time) on January 1, 2016 for the Mergers described in Section 1.01(b)(ii) of this Merger Agreement (the "Second Effective Time") and (3) 12:02 a.m. (eastern time) on January 1, 2016 for the Merger described in Section 1.01(b)(iii) of this Merger Agreement (the "Third Effective Time" and collectively with the First Effective Time and Second Effective Time, the "Effective Times").
- D. Under this Merger Agreement, each of the Non-Surviving Entities will merge with and into CWI at the relevant Effective Time. Immediately following the Third Effective Time, CWI will be the sole surviving corporation with:
- (1) the following three wholly-owned subsidiaries:

TERMS

Article I. MERGERS

Section 1.01 Transfer and Assignment; Merger Transactions; Exchange Procedures.

(a) **Transfer and Assignment of MGD Membership Interests.** On and subject to the terms and conditions of this Merger Agreement and effective at the First Effective Time, each of the MGD Members will transfer and assign to CWI all of the MGD Membership Interests owned by such MGD Members. In consideration for such assignment and transfer of MGD Membership Interests, CWI will issue to the MGD Members the number of shares of CWI Common Stock which will equal the percentage ownership interests in CWI set forth on Exhibit B.

(b) **Merger Transactions.**

(i) On and subject to the terms and conditions of this Merger Agreement and effective at the First Effective Time:

(A) CWC will merge with and into CWI in accordance with the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL"); and

(B) QINC will merge with and into CWI in accordance with the Washington Business Corporation Act (the "Washington Act") and the DGCL.

(ii) On and subject to the terms and conditions of this Merger Agreement and effective at the Second Effective Time:

(A) Quosal will merge with and into CWI in accordance with the FBCA and the DGCL; and

(B) MGD will merge with and into CWI in accordance with the DGCL.

(iii) On and subject to the terms and conditions of this Merger Agreement and effective at the Third Effective Time, LT will merge with and into CWI in accordance with the FBCA and the DGCL.

The merger transactions described in this Section 1.01(b) are collectively referred to in this Merger Agreement as the "Mergers."

(c) CWI will be the corporation surviving the Mergers (the "Surviving Corporation"). From and after the relevant Effective Time, the Surviving Corporation shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions, disabilities and duties of each Non-Surviving Entity, to the fullest extent provided under the FBCA, the DGCL, and the Washington Act, as applicable.

CWI:

ConnectWise, Inc.,
a Delaware corporation

Arnold F. Bellini, III
By: Arnold F. Bellini, III (Nov 25, 2015)
Arnold F. Bellini, III
Its: CEO

CWC:

ConnectWise.com, Inc.,
a Florida corporation

Arnold F. Bellini, III
By: Arnold F. Bellini, III (Nov 25, 2015)
Arnold F. Bellini, III
Its: CEO

LT:

LabTech Software, LLC,
a Florida limited liability company

Matthew J. Nachtrab
By: Matthew J. Nachtrab (Nov 25, 2015)
Matthew J. Nachtrab
Its: Manager

MGD:

MGD Software Group, LLC,
a Delaware limited liability company

Matthew J. Nachtrab
By: Matthew J. Nachtrab (Nov 25, 2015)
Matthew J. Nachtrab
Its: Manager

Quosal:

Quosal, LLC
a Florida limited liability company

By: Kent S. McNall
Kent S. McNall (Nov 25, 2015)
Kent McNall
Its: Manager

QINC:

Quotemaster, Inc.
a Washington corporation

By: Kent S. McNall
Kent S. McNall (Nov 25, 2015)
Kent McNall
Its: President

CWC Shareholders:

Arnold F. Bellini, III
Arnold F. Bellini, III (Nov 25, 2015)
Arnold F. Bellini, III

David V. Bellini
David V. Bellini (Nov 25, 2015)
David Bellini

Franck Francois Bouvard
Franck Francois Bouvard (Nov 25, 2015)

Franck Francois Bouvard, as Trustee of the Arnold F. Bellini IV 2014 Irrevocable Trust, dated December 30, 2014

Franck Francois Bouvard
Franck Francois Bouvard (Nov 25, 2015)

Franck Francois Bouvard, as Trustee of the Peter A. Bellini 2014 Irrevocable Trust, dated December 30, 2014

Franck Francois Bouvard
Franck Francois Bouvard (Nov 25, 2015)

Franck Francois Bouvard, as Trustee of the Lauren J. Bellini 2014 Family Trust, dated December 30, 2014

Franch Francois Bouvard
Franch Francois Bouvard (Nov 25, 2015)

Franch Francois Bouvard, as Trustee of the Arnold F. Bellini III 2014 Family Trust, dated December 30, 2014

Arnold F. Bellini, III
Arnold F. Bellini, III (Nov 25, 2015)

Arnold F. Bellini, III, as Trustee of the Kyle David Bellini 2014 Irrevocable Trust, dated December 30, 2014

Arnold F. Bellini, III
Arnold F. Bellini, III (Nov 25, 2015)

Arnold F. Bellini, III, as Trustee of the Anthony Vincent Bellini 2014 Irrevocable Trust, dated December 30, 2014

Arnold F. Bellini, III
Arnold F. Bellini, III (Nov 25, 2015)

Arnold F. Bellini, III, as Trustee of the Ava Marie Grant 2014 Irrevocable Trust, dated December 30, 2014

MGD Members:

Donald Drew McCallum
Donald Drew McCallum (Nov 25, 2015)

Donald Andrew McCallum, as Trustee of the Donald Andrew McCallum Revocable Trust, dated June 19, 2015

Leah Campbell
Leah Campbell (Nov 25, 2015)

Leah Campbell, as Trustee of Donald Andrew McCallum 2014 Irrevocable Trust, dated December 18, 2014

Gregory Francis Buerk
Gregory Francis Buerk (Nov 25, 2015)

Gregory Francis Buerk

Alie M. Buerk
Alie M. Buerk (Nov 25, 2015)

Alie Marie Buerk, as Trustee of the Gregory F. Buerk Grantor Retained Annuity Trust No. 1

Alie M. Buerk
Alie M. Buerk (Nov 25, 2015)

Alie Marie Buerk, as Trustee of the Gregory F. Buerk Grantor Retained Annuity Trust No. 2

Alie M. Buerk

Alie M. Buerk (Nov 25, 2015)

Alie Marie Buerk, as Trustee of the Gregory F. Buerk Grantor Retained Annuity Trust No. 3

Alie M. Buerk

Alie M. Buerk (Nov 25, 2015)

Alie Marie Buerk, as Trustee of the Gregory F. Buerk Grantor Retained Annuity Trust No. 4

Alie M. Buerk

Alie M. Buerk (Nov 25, 2015)

Alie Marie Buerk, as Trustee of the Gregory F. Buerk Grantor Retained Annuity Trust No. 5

Alie M. Buerk

Alie M. Buerk (Nov 25, 2015)

Alie Marie Buerk, as Trustee of the Gregory F. Buerk Irrevocable Trust

John Walker

John Walker (Nov 25, 2015)

John Walker

Matthew J Nachtrab

Matthew J Nachtrab (Nov 25, 2015)

Matthew Joseph Nachtrab, as Trustee of the Matthew Joseph Nachtrab Revocable Trust, dated December 18, 2014

Joseph T Nachtrab

Joseph T Nachtrab (Nov 25, 2015)

Joseph Nachtrab, as Trustee of the Matthew Joseph Nachtrab 2014 Irrevocable Trust, dated December 18, 2014

QINC Shareholders:

Douglas R Rickerson

Douglas R Rickerson (Nov 25, 2015)

Doug Rickerson

Kent S. McNall

Kent S. McNall (Nov 25, 2015)

Kent McNall

Kent S. McNall

Kent S. McNall (Nov 25, 2015)

McNall Family Holdings LLC

MARCUS McNall

Marcus McNall (Nov 25, 2015)

Marcus McNall

Sam Demulling

Samuel Demulling (Nov 25, 2015)

Sam Demulling

Stephen Yu

Stephen Yu (Nov 25, 2015)

Stephen Yu

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