

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM390360

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, SECOND LIEN
RESUBMIT DOCUMENT ID:	900369462

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Allen Systems Group, Inc.		06/27/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Wilmington Trust, National Association
Street Address:	50 S. Sixth Street, Suite 1290
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402-1544
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	4945341	ASG-MOBIUS LUMINIST
Registration Number:	1349090	CONTROLMANAGER
Registration Number:	1721468	INFOPAC
Registration Number:	1924487	OPMAN
Registration Number:	1945519	ESW
Registration Number:	1974132	DOCUMENTDIRECT
Registration Number:	1979683	DOC-AID
Registration Number:	1999174	WRITEDIRECT
Registration Number:	2108451	SERVERTRANSPARENCY
Registration Number:	2115679	PERFMAN
Registration Number:	2317113	PRO/JCL
Registration Number:	2357393	DOCUANALYZER
Registration Number:	2392701	ASG-METHODMANAGER
Registration Number:	2601192	ASG
Registration Number:	2700435	ASG SOFTWARE SOLUTIONS
Registration Number:	2717149	MOBIUS
Registration Number:	2874146	MOBIUS
Registration Number:	2996310	ASG-TMON

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3366279	RIVERGLASS
Registration Number:	3389925	RIVERGLASS RECON
Registration Number:	3389928	RIVERGLASS DETECT
Registration Number:	3435279	ASG-JOB/SCAN
Registration Number:	3444796	ASG-TEVISTA
Registration Number:	3444950	TMON
Registration Number:	3461040	ASG-INFO/X
Registration Number:	3572636	ASG-SAFARI
Registration Number:	3659984	ASG-AUTOMATION CENTER
Registration Number:	3695864	ASG-CYPRESS
Registration Number:	3698527	ASG-PRO/JCL
Registration Number:	3701286	ASG-DOCU/TEXT
Registration Number:	3840494	ASG-DDM
Registration Number:	3862943	PERFMAN
Registration Number:	3928419	PERFMAN 2020
Registration Number:	3957897	ASG-MYINFOASSIST
Registration Number:	3961756	ASG-WORKFLOWDIRECT
Registration Number:	2780336	WORKFLOWDIRECT
Registration Number:	2642122	TEVISTA
Serial Number:	86929313	MOBIUS LUMINIST

CORRESPONDENCE DATA

Fax Number: 2134522329

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.

Phone: 2136207848

Email: iprecordations@whitecase.com

Correspondent Name: Justine Lu/White & Case LLP

Address Line 1: 555 South Flower Street, 2700

Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER: 1118078-0021-S216

NAME OF SUBMITTER: Justine Lu

SIGNATURE: /Justine Lu/

DATE SIGNED: 07/05/2016

Total Attachments: 10

source=ASG - Second Lien Trademark Security Agreement#page1.tif

source=ASG - Second Lien Trademark Security Agreement#page2.tif

source=ASG - Second Lien Trademark Security Agreement#page3.tif

source=ASG - Second Lien Trademark Security Agreement#page4.tif

source=ASG - Second Lien Trademark Security Agreement#page5.tif

source=ASG - Second Lien Trademark Security Agreement#page6.tif
source=ASG - Second Lien Trademark Security Agreement#page7.tif
source=ASG - Second Lien Trademark Security Agreement#page8.tif
source=ASG - Second Lien Trademark Security Agreement#page9.tif
source=ASG - Second Lien Trademark Security Agreement#page10.tif

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this “Notice”), dated as of June 27, 2016, by Allen Systems Group, Inc. (the “Grantor”), in favor of Wilmington Trust, National Association, as second lien agent for certain lenders (the “Second Lien Agent”). Capitalized terms not otherwise defined herein have the respective means ascribed to them in the Second Lien Security Agreement (as defined below).

WHEREAS, the Grantor holds all right, title and interest in and to the trademarks and trademark applications listed on the annexed Schedule A, which trademarks are registered in and trademark applications are filed in the United States Patent and Trademark Office (the “Trademarks”); and

WHEREAS, the Grantor, the other Debtors (as defined therein) party thereto, and the Second Lien Agent are parties to that certain Second Lien Security Agreement, dated as of even date herewith (the “Second Lien Security Agreement”), pursuant to which Grantor has granted in favor of the Second Lien Agent a security interest in certain Collateral, including the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby pledge, convey, sell, transfer and set over unto the Second Lien Agent and grant to the Second Lien Agent for the benefit of the Lenders a continuing security interest in the Trademarks and the applications and registrations thereof, the goodwill of the businesses with which the Trademarks and applications and registrations are associated, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof to secure the prompt payment, performance and for the benefit of the Lenders observance of certain obligations.

Notwithstanding anything herein to the contrary, the lien and security interest granted to the Second Lien Agent pursuant to this Notice and the exercise of any right or remedy by the Second Lien Agent hereunder are subject to the provisions of the Intercreditor Agreement, dated as of the date herewith (as amended, restated, supplemented or otherwise modified from time to time in accordance with the terms thereof, the “Intercreditor Agreement”), by and between Wilmington Trust, National Association, as first lien agent for certain first lien creditors, the Second Lien Agent and the Grantor. In the event of any conflict between the terms of the Intercreditor Agreement and this Notice, the terms of the Intercreditor Agreement shall govern and control.

[Signature Page Follows]

IN WITNESS WHEREOF, the Grantor has caused this Notice to be duly executed by their officers thereunto duly authorized as of the date first written above.

ALLEN SYSTEMS GROUP, INC.

By: 
Name: Derek S. Eckelman
Title: Executive Vice President

SCHEDULE A

Trademark Registrations

OWNER	REGISTRATION NUMBER	REGISTRATION DATE	COUNTRY	TRADEMARK
Allen Systems Group, Inc.	4945341	04/26/2016	United States	ASG-MOBIUS LUMINIST
Allen Systems Group, Inc.	1349090	7/16/1985	United States	CONTROLMANAGER
Allen Systems Group, Inc.	1721468	10/6/1992	United States	INFOPAC
Allen Systems Group, Inc.	1924487	10/3/1995	United States	OPMAN
Allen Systems Group, Inc.	1945519	1/2/1996	United States	ESW
Allen Systems Group, Inc.	1974132	5/14/1996	United States	DOCUMENTDIRECT
Allen Systems Group, Inc.	1979683	6/11/1996	United States	DOC-AID
Allen Systems Group, Inc.	1999174	9/10/1996	United States	WRITEDIRECT
Allen Systems Group, Inc.	2108451	10/28/1997	United States	SERVERTRANSPARENCY
Allen Systems Group, Inc.	2115679	11/25/1997	United States	PERFMAN
Allen Systems Group, Inc.	2317113	2/8/2000	United States	PRO/JCL
Allen Systems Group, Inc.	2357393	6/13/2000	United States	DOCANALYZER
Allen Systems Group, Inc.	2392701	10/10/2000	United States	ASG-METHODMANAGER

OWNER	REGISTRATION NUMBER	REGISTRATION DATE	COUNTRY	TRADEMARK
Allen Systems Group, Inc.	2601192	7/30/2002	United States	ASG
Allen Systems Group, Inc.	2700435	3/25/2003	United States	ASG SOFTWARE SOLUTIONS (STYLIZED)
Allen Systems Group, Inc.	2717149	5/20/2003	United States	MOBIUS (AND DESIGN)
Allen Systems Group, Inc.	2874146	8/17/2004	United States	MOBIUS
Allen Systems Group, Inc.	2996310	9/20/2005	United States	ASG-TMON
Allen Systems Group, Inc.	3312867	10/16/2007	United States	NTRGLOBAL (AND DESIGN)
Allen Systems Group, Inc.	3312946	10/16/2007	United States	NTRSUPPORT (AND DESIGN)
Allen Systems Group, Inc.	3318689	10/23/2007	United States	NTRADMIN (AND DESIGN)
Allen Systems Group, Inc.	3366279	1/8/2008	United States	RIVERGLASS
Allen Systems Group, Inc.	3389925	2/26/2008	United States	RIVERGLASS RECON
Allen Systems Group, Inc.	3389928	2/26/2008	United States	RIVERGLASS DETECT
Allen Systems Group, Inc.	3435279	5/27/2008	United States	ASG-JOB/SCAN
Allen Systems Group, Inc.	3444796	6/10/2008	United States	ASG-TEVISTA
Allen Systems Group, Inc.	3444950	6/10/2008	United States	TMON

OWNER	REGISTRATION NUMBER	REGISTRATION DATE	COUNTRY	TRADEMARK
Allen Systems Group, Inc.	3461040	7/8/2008	United States	ASG-INFO/X
Allen Systems Group, Inc.	3572636	2/10/2009	United States	ASG-SAFARI
Allen Systems Group, Inc.	3659984	7/28/2009	United States	ASG-AUTOMATION CENTER
Allen Systems Group, Inc.	3695864	10/13/2009	United States	ASG-CYPRESS
Allen Systems Group, Inc.	3698527	10/20/2009	United States	ASG-PRO/JCL
Allen Systems Group, Inc.	3701286	10/27/2009	United States	ASG-DOCU/TEXT
Allen Systems Group, Inc.	3840494	8/31/2010	United States	ASG-DDM
Allen Systems Group, Inc.	3862943	10/19/2010	United States	PERFMAN
Allen Systems Group, Inc.	3928419	3/8/2011	United States	PERFMAN 2020
Allen Systems Group, Inc.	3957897	5/10/2011	United States	ASG-MYINFOASSIST
Allen Systems Group, Inc.	3961756	5/17/2011	United States	ASG-WORKFLOWDIRECT
Allen Systems Group, Inc.	2780336	11/4/2003	United States	WORKFLOWDIRECT
Allen Systems Group, Inc.	2642122	10/29/2002	United States	TEVISTA
Allen Systems Group, Inc.	971056		Mexico	NTR SUPPORT
Allen Systems	971057		Mexico	NTR SUPPORT

OWNER	REGISTRATION NUMBER	REGISTRATION DATE	COUNTRY	TRADEMARK
Group, Inc.				
Allen Systems Group, Inc.	971058		Mexico	NTR SUPPORT
Allen Systems Group, Inc.	989349		Mexico	NTR INQUIERO
Allen Systems Group, Inc.	989350		Mexico	NTR INQUIERO
Allen Systems Group, Inc.	989351		Mexico	NTR GLOBAL
Allen Systems Group, Inc.	989352		Mexico	NTR INQUIERO
Allen Systems Group, Inc.	990553		Mexico	NTR GLOBAL
Allen Systems Group, Inc.	990554		Mexico	NTR GLOBAL
Allen Systems Group, Inc.	990555		Mexico	NTR ADMIN
Allen Systems Group, Inc.	996316		Mexico	NTR ADMIN
Allen Systems Group, Inc.	3844339		European Union	INQUIERO
Allen Systems Group, Inc.	4427399		European Union	CONECTEM
Allen Systems Group, Inc.	4561619		European Union	INQUIERO.COM
Allen Systems Group, Inc.	4561627		European Union	NTR
Allen Systems Group, Inc.	4638102		European Union	NTR GLOBAL GETTING PEOPLE IN

OWNER	REGISTRATION NUMBER	REGISTRATION DATE	COUNTRY	TRADEMARK
				TOUCH
Allen Systems Group, Inc.	4638111		European Union	NTR CONNECT
Allen Systems Group, Inc.	4638128		European Union	NTR INQUIERO REMOTE SUPPORT SOLUTION
Allen Systems Group, Inc.	4638136		European Union	NTR SUPPORT
Allen Systems Group, Inc.	4984944		European Union	NTR ADMIN
Allen Systems Group, Inc.	4984951		European Union	PARLIS.COM
Allen Systems Group, Inc.	4984969		European Union	NTR COLABORIS
Allen Systems Group, Inc.	4984977		European Union	NTR INQUIERO
Allen Systems Group, Inc.	4985081		European Union	NTR GLOBAL
Allen Systems Group, Inc.	5093372		European Union	NTR MEET
Allen Systems Group, Inc.	5093381		European Union	NTR MEETING
Allen Systems Group, Inc.	5093398		European Union	NTR ACCESS
Allen Systems Group, Inc.	5093414		European Union	NTR WEBCARE
Allen Systems Group, Inc.	6018014		European Union	[ADMINBOT GRAPHIC]
Allen Systems	6885248		European	NTRSUPPORT

OWNER	REGISTRATION NUMBER	REGISTRATION DATE	COUNTRY	TRADEMARK
Group, Inc.			Union	
Allen Systems Group, Inc.	6885263		European Union	NTRGLOBAL
Allen Systems Group, Inc.	6885271		European Union	NTRCONNECT
Allen Systems Group, Inc.	6885446		European Union	NTRADMIN
Allen Systems Group, Inc.	6936512		European Union	FIRSTHELP
Allen Systems Group, Inc.	7046956		European Union	NTRADMINBOT
Allen Systems Group, Inc.	7046964		European Union	NTRSUPPORT:ENTERPRISE GRADE REMOTE SUPPORT SOLUTIONS FOR COMPANIES OF ANY SIZE
Allen Systems Group, Inc.	7047277		European Union	NTRGLOBAL:ENTERPRISE GRADE SAAS SUPPORT AND ADMINISTRATION SOLUTIONS FOR COMPANIES OF ANY SIZE
Allen Systems Group, Inc.	7047285		European Union	NTRADMIN:ENTERPRISE GRADE WAN ADMINISTRATIONS FOR COMPANIES OF ANY SIZE
Allen Systems Group, Inc.	10274157		European Union	NTR CLOUD FOR ITSM

OWNER	REGISTRATION NUMBER	REGISTRATION DATE	COUNTRY	TRADEMARK
Allen Systems Group, Inc.	10274173		European Union	NTR CLOUD FOR HELP DESK
Allen Systems Group, Inc.	TMA565,511		Canada	SLAM (SERVICE LEVEL AGREEMENT MANAGER) (STYLIZED)
Allen Systems Group, Inc.	TMA742447		Canada	NTR SUPPORT & DESIGN
Allen Systems Group, Inc.	TMA742585		Canada	NTR ADMIN & DESIGN
Allen Systems Group, Inc.	TMA742586		Canada	NTR GLOBAL & DESIGN
Allen Systems Group, Inc.	828730342		Brazil	NTR GLOBAL
Allen Systems Group, Inc.	828730350		Brazil	NTR GLOBAL
Allen Systems Group, Inc.	828730393		Brazil	NTR ADMIN
Allen Systems Group, Inc.	828730423		Brazil	NTR ADMIN
Allen Systems Group, Inc.	828748950		Brazil	NTR SUPPORT
Allen Systems Group, Inc.	900022850		Brazil	NTR SUPPORT
Allen Systems Group, Inc.	822.790.726		Brazil	MOBIUS

Trademark Applications

OWNER	APPLICATION NUMBER	APPLICATION DATE	COUNTRY	TRADEMARK
Allen Systems Group, Inc.	8692313	3/4/2016	United States	MOBIUS LUMINIST

Trademark Licenses

None.