

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM492002

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SMARTBEAR SOFTWARE INC.		10/01/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	CARLYLE GLOBAL CREDIT INVESTMENT MANAGEMENT L.L.C., AS ADMINISTRATIVE AGENT		
Street Address:	520 Madison Ave., 40th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 34			
Property Type	Number	Word Mark	
Registration Number:	3833605	ALERTSITE	
Registration Number:	4745057	ALERTSITE UXM	
Registration Number:	4745058	ALERTSITE UXM SYNTHETIC	
Registration Number:	4826649	AQTIME PRO	
Registration Number:	3593132	CODE COLLABORATOR	
Registration Number:	4812892	COLLABORATOR	
Registration Number:	5391187	CROSSBROWSETESTING	
Registration Number:	4826094	DEJACLICK	
Registration Number:	4731597	LOADCOMPLETE	
Registration Number:	4812184	LOADUI	
Registration Number:	4893126	LOADUI NG PRO	
Registration Number:	4821887	LOADUI PRO	
Registration Number:	4812650	QACOMPLETE	
Registration Number:	4783464	READY! API	
Registration Number:	4943300	SECURE PRO	
Registration Number:	4783534	SERVICEV	
Registration Number:	5518191	SERVICEV PRO	
Registration Number:	4691380	SMARTBEAR	

CH \$865.00 3833605

Property Type	Number	Word Mark
Registration Number:	4812180	SOAPUI
Registration Number:	4821885	SOAPUI NG PRO
Registration Number:	4866618	SWAGGER
Registration Number:	4980971	SWAGGER API
Registration Number:	5115466	SWAGGERHUB
Registration Number:	4812654	TESTCOMPLETE
Registration Number:	5240518	TESTCOMPLETE DESKTOP
Registration Number:	5240512	TESTCOMPLETE MOBILE
Registration Number:	5240516	TESTCOMPLETE WEB
Registration Number:	5109264	TESTLEFT
Registration Number:	4893553	VIRTSERVER
Serial Number:	87513298	CROSSBROWSERTESTING
Serial Number:	86698311	LOADCOMPLETE
Serial Number:	88021670	
Serial Number:	88021677	SMARTBEAR
Serial Number:	87702170	VIRTSERVER

CORRESPONDENCE DATA

Fax Number: 6175269899

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: 6175269628

Email: cslattery@proskauer.com

Correspondent Name: Christine Slattery

Address Line 1: Proskauer Rose LLP

Address Line 2: One International Place, 23rd Floor

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	22335 / 044
NAME OF SUBMITTER:	Christine Slattery
SIGNATURE:	/Christine Slattery/
DATE SIGNED:	10/01/2018

Total Attachments: 4

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MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Ladies and Gentlemen:

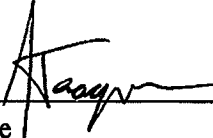
Pursuant to the Second Lien Security Agreement, dated as of October 1, 2018 (as amended, restated, amended and restated, supplemented, extended, refinanced or otherwise modified from time to time, the "Security Agreement"), SMARTBEAR SOFTWARE INC., a Delaware corporation (the "Assignor"), has granted to CARLYLE GLOBAL CREDIT INVESTMENT MANAGEMENT L.L.C., as administrative agent for certain lenders, as Assignee (the "Assignee") a first lien security interest in the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"). The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: October 1, 2018

[Signature page follows]

Very truly yours,

SMARTBEAR SOFTWARE INC.

By:  _____
Name: Justin Teague
Title: Chief Executive Officer

ACKNOWLEDGED BY:

**CARLYLE GLOBAL CREDIT
INVESTMENT MANAGEMENT L.L.C.,**
as Assignee

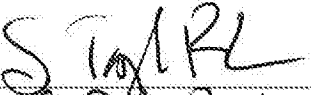
By: 
Name: S. Taylor Roach
Title: Principal

EXHIBIT A

TRADEMARK	Application or Serial Number	Registration Number	Filing Date	Date Issued
ALERTSITE	77765780	3833605	6/23/2009	8/17/2010
ALERTSITE UXM	86301924	4745057	6/5/2014	5/26/2015
ALERTSITE UXM SYNTHETIC	86301959	4745058	6/5/2014	5/26/2015
AQTIME PRO	86540722	4826649	2/20/2015	10/6/2015
CODE COLLABORATOR	78801889	3593132	1/29/2006	3/17/2009
COLLABORATOR	86557478	4812892	3/9/2015	9/15/2015
CrossBrowserTesting (logo combined with wordmark)	87513298		6/30/2017	
CROSSBROWSERTESTING (wordmark)	87513261	5391187	6/30/2017	1/30/2018
DEJACLICK	86529994	4826094	2/10/2015	10/6/2015
LOADCOMPLETE	86442728	4731597	11/3/2014	5/5/2015
LOADCOMPLETE (SaaS)	86698311		7/20/2015	
LOADUI	86529007	4812184	2/9/2015	9/15/2015
LOADUI NG PRO	86698123	4893126	7/20/2015	1/26/2016
LOADUI PRO	86528971	4821887	2/9/2015	9/29/2015
Logo (Bear Design)	88021670		6/29/2018	
QACOMPLETE	86536043	4812650	2/16/2015	9/15/2015
READY! API	86399610	4783464	9/19/2014	7/28/2015
SECURE PRO	86698046	4943300	7/20/2015	4/19/2016
SERVICEV	86423528	4783534	10/14/2014	7/28/2015
SERVICEV PRO	87702137	5518191	11/29/2017	7/17/2018
SMARTBEAR	86301941	4691380	6/5/2014	2/24/2015
SMARTBEAR & Logo (Bear Design)	88021677		6/29/2018	
SOAPUI	86528865	4812180	2/9/2015	9/15/2015
SOAPUI NG PRO	86528895	4821885	2/9/2015	9/29/2015
SWAGGER	86616306	4866618	4/30/2015	12/8/2015
SWAGGER API	86616314	4980971	4/30/2015	6/21/2016
SWAGGERHUB	86732123	5115466	8/20/2015	1/3/2017
TESTCOMPLETE	86536088	4812654	2/16/2015	9/15/2015
TESTCOMPLETE DESKTOP	87243622	5240518	11/21/2016	7/11/2017
TESTCOMPLETE MOBILE	87243534	5240512	11/21/2016	7/11/2017
TESTCOMPLETE WEB	87243575	5240516	11/21/2016	7/11/2017
TESTLEFT	87039457	5109264	5/17/2016	12/27/2016
VIRTSERVER	86419407	4893553	10/9/2014	1/26/2016
VIRTSERVER	87702170		11/29/2017	