

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM508110

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/27/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lieberman Software Corporation		12/27/2018	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	BeyondTrust Corporation
Street Address:	11695 Johns Creek Parkway
Internal Address:	Suite 220
City:	Johns Creek
State/Country:	GEORGIA
Postal Code:	30097
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3824795	LIEBERMAN SOFTWARE
Serial Number:	86807082	LIEBERMAN RED
Serial Number:	87334251	LIEBERMAN RED RAPID ENTERPRISE DEFENSE
Serial Number:	87334259	DETECT, RESPOND AND HEAL
Registration Number:	5354369	LIEBERMAN RED RAPID ENTERPRISE DEFENSE
Serial Number:	86748844	UNITRUST SECURITY PLATFORM
Serial Number:	86807103	RAPID ENTERPRISE DEFENSE
Serial Number:	86561092	UNITRUST PLATFORM
Serial Number:	86568764	ADAPTIVE PRIVILEGE MANAGEMENT
Serial Number:	86562364	ACTIVE CYBER DEFENSE
Registration Number:	3040519	LIEBERMAN SOFTWARE CORPORATION

CORRESPONDENCE DATA

Fax Number: 4043659532

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: 4042337700

Email: ipdocket@mmmlaw.com

TRADEMARK

Correspondent Name: Daniel E. Sineway
Address Line 1: 3343 Peachtree Road NE
Address Line 2: 1600 Atlanta Financial center
Address Line 4: Atlanta, GEORGIA 30326

NAME OF SUBMITTER: Daniel E. Sineway

SIGNATURE: /Daniel E. Sineway/

DATE SIGNED: 01/31/2019

Total Attachments: 14

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Secretary of State
State of California
DEC 27 2018
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AGREEMENT OF MERGER

This AGREEMENT OF MERGER is dated as of December 27, 2018 between Lieberman Software Corporation, a California corporation ("Lieberman") and BeyondTrust Corporation, a Delaware corporation ("BeyondTrust").

WHEREAS, the boards of directors of each of Lieberman and BeyondTrust have determined that it is advisable that Lieberman be merged with and into BeyondTrust (the "Merger"), on the terms and subject to the conditions contained herein and in accordance with the General Corporation Law of the State of Delaware and the California Corporations Code.

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and in order to set forth the terms and conditions of the Merger and the mode of carrying the same into effect, Lieberman and BeyondTrust hereby agree as follows:

SECTION 1. The Merger. At the Effective Time (as defined in Section 2), Lieberman shall be merged with and into BeyondTrust, the separate corporate existence of Lieberman shall cease, and BeyondTrust shall continue as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

SECTION 2. Effective Time of the Merger. The Merger will be effective as prescribed by law (the "Effective Time").

SECTION 3. Certificate of Incorporation and Bylaws. The Certificate of Incorporation of BeyondTrust, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation. The Bylaws of BeyondTrust, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation or such Bylaws.

SECTION 4. Directors and Officers. The directors of BeyondTrust immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation, and the officers of BeyondTrust immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

SECTION 5. Treatment of Capital Stock. At the Effective Time, each issued and outstanding share of common stock of Lieberman shall not be converted or exchanged in any manner into shares of the Surviving Corporation and shall be cancelled without consideration. Each issued and outstanding share of Common Stock, with a par value of \$0.001 per share of BeyondTrust shall not be converted or exchanged in any manner, but as of the Effective Time shall represent one share of Common Stock of the Surviving Corporation.

SECTION 6. Cooperation. Symark Co. shall from time to time, as and when requested by BTS, Inc., execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

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SECTION 7. Amendments. No amendment or modification of this Agreement shall be effective unless it is set forth in writing and signed by all parties to this Agreement.

SECTION 8. Counterparts. This Agreement may be executed in one or more counterparts and by PDF or facsimile, each of which shall be deemed an original and all of which together shall be considered one and the same agreement.

[Signature Page Follows]

D1489496

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first above written by their respective officers thereunto duly authorized.

LIEBERMAN SOFTWARE CORPORATION

By: _____
Name: Matt Dircks
Title: Chief Executive Officer and President

By: *Martin Willoughby*
Name: Martin Willoughby
Title: Secretary

BEYONDTRUST CORPORATION

By: _____
Name: Matt Dircks
Title: Chief Executive Officer and President

By: *Martin Willoughby*
Name: Martin Willoughby
Title: Secretary

[Signature Page to Agreement of Merger - Lieberman Software Corporation and BeyondTrust Corporation]

TRADEMARK
REEL: 006546 FRAME: 0321

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first above written by their respective officers thereunto duly authorized.

LIEBERMAN SOFTWARE CORPORATION

By: Matt Direks
Name: Matt Direks
Title: Chief Executive Officer and President

By: _____
Name: Martin Willoughby
Title: Secretary

BEYONDTRUST CORPORATION

By: Matt Direks
Name: Matt Direks
Title: Chief Executive Officer and President

By: _____
Name: Martin Willoughby
Title: Secretary

[Signature Page to Agreement of Merger -- Lieberman Software Corporation and BeyondTrust Corporation]

TRADEMARK
REEL: 006546 FRAME: 0322

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

December 27, 2018

Reference is made to that Agreement of Merger, dated as of December 27, 2018 (the "Agreement"), by and between BeyondTrust Corporation, a Delaware corporation ("BeyondTrust"), and Lieberman Software Corporation, a California corporation ("Lieberman"). All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Agreement. This Certificate of Approval of Agreement of Merger (this "Officers' Certificate") is being delivered pursuant to California Corporations Code sections 1101 and 1103.

Matt Dircks and Martin Willoughby, hereby certify that they are the president and the secretary, respectively of BeyondTrust, and further certify on behalf of BeyondTrust, in their capacity as officers of the corporation and in their personal capacities, that as of the date hereof:

(i) The principal terms of the Agreement were duly approved by the board of directors and by the shareholders of BeyondTrust by a vote that equaled or exceeded the vote required;

(ii) The shareholder approval was by the holders of 100% of the outstanding shares of BeyondTrust; and

(iii) There is only one class of shares and the number of shares outstanding entitled to the vote on the merger is 100.

[Signature Page Follows]

01489496

IN WITNESS WHEREOF, the undersigned declares on this 27 day of December, 2018, under penalty of perjury under the laws of the State of California that the matters set forth in this Officers' Certificate are true and correct to their own knowledge.

By: Matt Direks
Name: Matt Direks
Title: Chief Executive Officer & President

By: _____
Name: Martin Willoughby
Title: Secretary

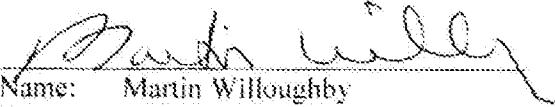
[Signature Page to Officers' Certificate -- BeyondTrust Corporation]

TRADEMARK
REEL: 006546 FRAME: 0324

D1489196

IN WITNESS WHEREOF, the undersigned declares on this 27 day of December, 2018, under penalty of perjury under the laws of the State of California that the matters set forth in this Officers' Certificate are true and correct to their own knowledge.

By: _____
Name: Matt Dircks
Title: Chief Executive Officer & President

By: 
Name: Martin Willoughby
Title: Secretary

[Signature Page to Officers' Certificate - Beyond Trust Corporation]

TRADEMARK
REEL: 006546 FRAME: 0325

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

December 27, 2018

Reference is made to that Agreement of Merger, dated as of December 27, 2018 (the "Agreement"), by and between BeyondTrust Corporation, a Delaware corporation ("BeyondTrust"), and Lieberman Software Corporation, a California corporation ("Lieberman"). All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Agreement. This Certificate of Approval of Agreement of Merger (this "Officers' Certificate") is being delivered pursuant to California Corporations Code sections 1101 and 1103.

Matt Dircks and Martin Willoughby, hereby certify that they are the president and the secretary, respectively of Lieberman, and further certify on behalf of Lieberman, in their capacity as officers of the corporation and in their personal capacities, that as of the date hereof:

(i) The principal terms of the Agreement were duly approved by the board of directors and by the shareholders of Lieberman by a vote that equaled or exceeded the vote required;

(ii) The shareholder approval was by the holders of 100% of the outstanding shares of Lieberman; and

(iii) There is only one class of shares and the number of shares outstanding entitled to the vote on the merger is 2,000.

[Signature Page Follows]

D1489496

IN WITNESS WHEREOF, the undersigned declares on this 27 day of December, 2018, under penalty of perjury under the laws of the State of California that the matters set forth in this Officers' Certificate are true and correct to their own knowledge.

By: Matt Direks

Name: Matt Direks

Title: Chief Executive Officer and President

By: _____

Name: Martin Willoughby

Title: Secretary

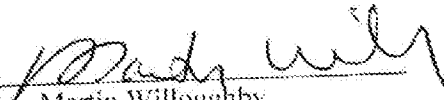
[Signature Page to Officers' Certificate - Lieberman Software Corporation]

TRADEMARK
REEL: 006546 FRAME: 0327

D1489496

IN WITNESS WHEREOF, the undersigned declares on this 27 day of December, 2018, under penalty of perjury under the laws of the State of California that the matters set forth in this Officers' Certificate are true and correct to their own knowledge.

By: _____
Name: Matt Dircks
Title: Chief Executive Officer and President

By: 
Name: Martin Willoughby
Title: Secretary

[Signature Page to Officers' Certificate - Lieberman Software Corporation]

TRADEMARK
REEL: 006546 FRAME: 0328



I hereby certify that the foregoing
transcript of 10 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

DEC 28 2018

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

TRADEMARK

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Delaware

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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 MERGER, WHICH MERGES:

"LIEBERMAN SOFTWARE CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "BEYONDTRUST CORPORATION" UNDER THE NAME OF "BEYONDTRUST CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2018, AT 3 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

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SR# 20188385517

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

Authentication: 204185488
Date: 12-27-18

TRADEMARK
REEL: 006546 FRAME: 0330

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
LIEBERMAN SOFTWARE CORPORATION
(a California corporation)
WITH AND INTO
BEYONDTRUST CORPORATION
(a Delaware corporation)**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the “DGCL”), the undersigned submits and certifies the following Certificate of Merger for the purpose of effecting a merger of corporations under the DGCL.

1. The name of each constituent corporation is BeyondTrust Corporation, a Delaware corporation (the “Company”), and Lieberman Software Corporation, a California corporation (“Lieberman”).

2. The Agreement and Plan of Merger dated as of December 27, 2018 (the “Merger Agreement”), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL, and the stockholders of each of the constituent corporations have given their consent thereto in accordance with Section 228 of the DGCL.

3. Pursuant to the Merger Agreement, Lieberman, with authorized stock of 2,000 common shares, par value \$0.01 per share, will merge with and into the Company (the “Merger”) with the Company surviving the Merger, and, following the Merger, the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

4. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 252 of the DGCL.

5. The Merger Agreement is on file at 11695 Johns Creek Parkway, Suite 220, Johns Creek, GA 30097, the principal place of business of the Company.

6. An executed copy of the Merger Agreement will be furnished by the Company, on request and without cost, to any stockholder of any of the constituent corporations.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by its duly authorized officer this 27 day of December, 2018.

BEYONDTRUST CORPORATION

By: Matt Dircks
Name: Matt Dircks
Title: Chief Executive Officer & President

[Signature Page to Certificate of Merger – Lieberman Software Corporation and BeyondTrust Corporation]