

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM535469

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WELLS FARGO BANK, NATIONAL ASSOCIATION, AS AGENT		08/06/2019	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	UPLAND SOFTWARE, INC.		
Street Address:	401 Congress Avenue, Suite 1850		
Internal Address:	Frost Tower		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	Corporation: DELAWARE		
Name:	UPLAND SOFTWARE I, INC.		
Street Address:	401 Congress Avenue, Suite 1850		
Internal Address:	Frost Tower		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	Corporation: DELAWARE		
Name:	UPLAND SOFTWARE II, LLC		
Street Address:	401 Congress Avenue, Suite 1850		
Internal Address:	Frost Tower		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	UPLAND SOFTWARE III, LLC		
Street Address:	401 Congress Avenue, Suite 1850		
Internal Address:	Frost Tower		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78701		

TRADEMARK

Entity Type:	Limited Liability Company: DELAWARE
Name:	UPLAND SOFTWARE IV, LLC
Street Address:	401 Congress Avenue, Suite 1850
Internal Address:	Frost Tower
City:	Austin
State/Country:	TEXAS
Postal Code:	78701
Entity Type:	Limited Liability Company: NEBRASKA
Name:	UPLAND SOFTWARE VII, LLC
Street Address:	401 Congress Avenue, Suite 1850
Internal Address:	Frost Tower
City:	Austin
State/Country:	TEXAS
Postal Code:	78701
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	4664461	DO THE RIGHT WORK. DO THE WORK RIGHT.
Registration Number:	4693041	UPLAND
Registration Number:	2566590	POWER STEERING
Registration Number:	2684208	POWER STEERING
Registration Number:	3281546	TENROX
Registration Number:	3286317	EMPOWER YOUR PROJECT WORKFORCE
Registration Number:	4439746	FILEBOUND
Registration Number:	3582265	DOCUVATION
Registration Number:	3939042	WMA
Registration Number:	3979723	WEBSITE MARKETING ACCELERATION
Registration Number:	3817169	CLICKABILITY
Registration Number:	3817178	C
Registration Number:	4913797	EMPOWER YOUR PROJECT WORKFORCE
Registration Number:	4908572	POWERSTEERING
Registration Number:	4918496	UPLAND
Registration Number:	3671808	LEADLANDER

CORRESPONDENCE DATA

Fax Number: 3128637806

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: 3128637198

Email: nancy.brougher@goldbergkohn.com
Correspondent Name: Nancy J. Brougher, Paralegal
Address Line 1: c/o Goldberg Kohn Ltd.
Address Line 2: 55 East Monroe, Suite 3300
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1989.424
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NAME OF SUBMITTER:	Nancy Brougher
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SIGNATURE:	/njb/
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DATE SIGNED:	08/06/2019
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Total Attachments: 6

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RELEASE OF SECURITY INTERESTS IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "*Release*") is made as of August 6, 2019, by WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, in its capacity as agent (the "*Agent*") in favor of UPLAND SOFTWARE, INC., a Delaware corporation, successor by merger to UPLAND SOFTWARE III, LLC, UPLAND SOFTWARE I, INC., a Delaware corporation, UPLAND SOFTWARE II, LLC, a Delaware limited liability company, formerly known as UPLAND SOFTWARE II, INC., UPLAND SOFTWARE IV, LLC, a Nebraska limited liability company, formerly known as UPLAND SOFTWARE IV, INC., and UPLAND SOFTWARE VII, LLC, a Delaware limited liability company, formerly known as UPLAND SOFTWARE VII, INC. (each a "*Grantor*" and collectively, the "*Grantors*").

WHEREAS, the Grantors and the Agent have entered into a Credit Agreement dated May 14, 2015 (as may be amended, restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*");

WHEREAS, the Grantors and the Agent have entered into a Guaranty and Security Agreement dated May 14, 2015 (including all annexes, exhibits or schedules thereto, as may be amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*") and that certain US Trademark Security Agreement dated as of May 14, 2015 (the "*Trademark Security Agreement*");

WHEREAS, pursuant to the Security Agreement and Trademark Security Agreement, each Grantor granted to the Agent a security interest in all of such Grantor's right, title and interest in and to the Trademark Collateral (as defined in the Trademark Security Agreement), including the Trademark Collateral set forth on Schedule A hereto;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on May 15, 2015 at Reel 5517/Frame 0394 and on November 16, 2016 at Reel 5921/Frame 0744;

WHEREAS, in accordance with that certain Payoff Letter dated August 6, 2019 and sent by the Agent, the obligations secured by the Trademark Collateral have been repaid or otherwise satisfied to the extent set forth in such Payoff Letter; and

WHEREAS, the Agent therefore agrees to release its security interest in and to each Grantor's right, title and interest in and to the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Agent hereby agrees as follows:

SECTION 1. Release of Security Interest. The Agent does hereby terminate the Trademark Security Agreement and the liens and security interest created thereunder and release and relinquish to each Grantor all of the Agent's right, title and interest in and to the Trademark Collateral, including the Trademark Collateral set forth on Schedule A hereto, and all goodwill symbolized thereby.

SECTION 2. Recordation. The Agent authorizes and requests that the Commissioner for Trademarks of the United States Patent and Trademark Office and any other applicable Governmental Authority record this Release. The Agent shall take all further actions (including, without limitation, the execution and delivery of any documents or other instruments) reasonably requested by the Grantors to effect the release and termination of the security interest in the Trademark Collateral and of the Trademark Security Agreement contemplated hereby.

SECTION 3. Execution in Counterparts. This Release may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Release by facsimile will be as effective as delivery of a manually executed counterpart of this Release.

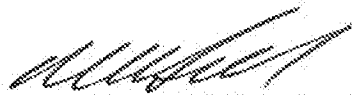
SECTION 4. CHOICE OF LAW AND VENUE, JURY TRIAL WAIVER, AND JUDICIAL REFERENCE PROVISION. THIS TRADEMARK SECURITY AGREEMENT SHALL BE SUBJECT TO THE PROVISIONS REGARDING CHOICE OF LAW AND VENUE, JURY TRIAL WAIVER, AND JUDICIAL REFERENCE SET FORTH IN SECTION 25 OF THE SECURITY AGREEMENT, AND SUCH PROVISIONS ARE INCORPORATED HEREIN BY THIS REFERENCE, *MUTATIS MUTANDIS*.

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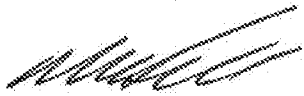
IN WITNESS WHEREOF, the Agent has caused this Release to be executed as of the date first above written.

GRANTORS:

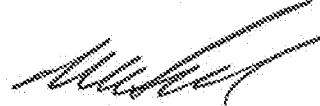
UPLAND SOFTWARE, INC.

By: 
Name: Michael D. Hill
Title: Chief Financial Officer


UPLAND SOFTWARE I, INC.

By: 
Name: Michael D. Hill
Title: Chief Financial Officer

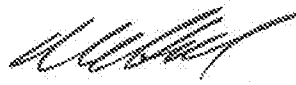
UPLAND SOFTWARE II, LLC

By: 
Name: Michael D. Hill
Title: Chief Financial Officer

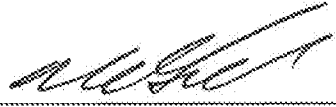
UPLAND SOFTWARE III, LLC

By: 
Name: Michael D. Hill
Title: Chief Financial Officer

UPLAND SOFTWARE IV, LLC

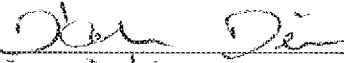
By: 
Name: Michael D. Hill
Title: Chief Financial Officer

UPLAND SOFTWARE VII, LLC

By: 
Name: Michael D. Hill
Title: Chief Financial Officer

AGENT:

WELLS FARGO BANK, NATIONAL
ASSOCIATION

By: 
Name: D'Amelre Dinka
Title: Director

SCHEDULE A**Trademark Registrations/Applications**

Grantor	Country	Mark	Serial No.	Registration Number	Registration Date
Upland Software, Inc.	United States	DO THE RIGHT WORK. DO THE WORK RIGHT.	85982932	4664461	12/30/14
Upland Software, Inc.	United States	UPLAND	85982933	4693041	02/24/15
Upland Software I, Inc.	United States	POWER STEERING	76-026,375	2,566,590	05/07/02
Upland Software I, Inc.	United States	POWER STEERING	76-026,376	2,684,208	05/07/02
Upland Software II, Inc.	United States	TENROX	-	3281546	08/21/07
Upland Software II, Inc.	United States	EMPOWER YOUR PROJECT WORKFORCE	-	3286317	08/28/07
Upland Software IV, Inc.	United States	FILEBOUND	85899920	4439746	11/26/13
Upland Software IV, Inc.	United States	DOCUVATION	77318846	3582265	03/03/09
Upland Software VII, Inc.	United States	WMA	77968951	3939042	03/29/11
Upland Software VII, Inc.	United States	WEBSITE MARKETING ACCELERATION	77968948	3979723	06/14/11
Upland Software VII, Inc.	United States	CLICKABILITY	77865316	3817169	07/13/10
Upland Software VII, Inc.	United States	C	77866379	3817178	07/13/10

Upland Software, Inc.	United States	EMPOWER YOUR PROJECT WORKFORCE	86772357	4913797	03/08/16
Upland Software, Inc.	United States	POWERSTEERING	86707188	4908572	03/01/16
Upland Software, Inc.	United States	UPLAND	85901966	4918496	03/15/16
Upland Software, Inc.	United States	LEADLANDER	77527799	3671808	08/25/09