

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM644675

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	FIRST LIEN TRADEMARK SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NOBLE SYSTEMS CORPORATION		05/06/2021	Corporation: GEORGIA
ASPECT SOFTWARE, INC.		05/06/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	JEFFERIES FINANCE LLC		
Street Address:	520 MADISON AVE., 16TH FL		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 57			
Property Type	Number	Word Mark	
Serial Number:	90174767	NOBLE MEET	
Serial Number:	86376728	CALLTECH	
Serial Number:	86376197	ONQ	
Serial Number:	85622014	SHIFTTRACK	
Serial Number:	85622025	SHIFTTRACK PLUS	
Serial Number:	85568241	N NOBLE SYSTEMS CUSTOMER CONTACT TECHNOL	
Serial Number:	77823679	SIPHONY	
Serial Number:	75479623	NOBLE SYSTEMS	
Serial Number:	75297209	STATION MIRRORING	
Serial Number:	75297210	ATOMIX	
Serial Number:	75297211	NOBLE CARE	
Serial Number:	75297221	MANAGING COMMUNICATIONS FOR YOUR FUTURE	
Serial Number:	74160901	ATOMS	
Serial Number:	88639457	NOBLE SYSTEMS GAMIFICATION	
Serial Number:	88564478	NOBLE SYSTEMS CUSTOMER CONTACT TECHNOLOG	
Serial Number:	88564551	NOBLE SYSTEMS	
Serial Number:	88495729	NOBLE SYSTEMS	
Serial Number:	88495735	NOBLE	
TRADEMARK			

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Property Type	Number	Word Mark
Serial Number:	88064586	COMPOSER
Serial Number:	87926090	VINCIO
Serial Number:	87802580	AGENT GAMIFICATION
Serial Number:	87669819	SMARTADHERENCE
Serial Number:	87669848	SMARTENGAGE
Serial Number:	86906353	INBOUND 100
Serial Number:	86905182	SMARTRECOVER
Serial Number:	86871008	THE WORLD'S SMARTEST CALL CENTER SOFTWARE
Serial Number:	86871033	THE WORLD'S SMARTEST CALL CENTER SOFTWARE
Serial Number:	86857028	SNUG
Serial Number:	86857375	SNUG
Serial Number:	86852440	NOBLE
Serial Number:	86819013	SMARTACCEPT
Serial Number:	85565629	NOBLE SYSTEMS
Serial Number:	88505196	CONTACT AI
Serial Number:	88489407	DECISION AI
Serial Number:	86735083	COMPLIANCE APPLIANCE
Serial Number:	88490428	ASPECT
Serial Number:	88490446	ASPECT GOOD CALL.
Serial Number:	88490453	GOOD CALL.
Serial Number:	88490462	A
Serial Number:	87379845	ASPECT VERIFY
Serial Number:	87002999	ASPECT VIA
Serial Number:	87003011	ASPECTVIA
Serial Number:	86122644	ZIPWIRE
Serial Number:	85884124	ASPECT
Serial Number:	85884132	
Serial Number:	85862607	UNIFIED IP
Serial Number:	77691219	VOXEO
Serial Number:	78870683	PROPHECY
Serial Number:	76257157	VOICEOBJECTS
Serial Number:	77187496	UNIFIED COMMAND AND CONTROL
Serial Number:	78153450	ASPECT
Serial Number:	76187091	QUILOGY
Serial Number:	75933931	LYRICALL
Serial Number:	73686328	ASPECT CALLCENTER
Serial Number:	90657054	ALVARIA
Serial Number:	90639074	ALVARIA

Property Type	Number	Word Mark
Serial Number:	78084355	N

CORRESPONDENCE DATA

Fax Number: 6508385109
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: 650-838-3743
Email: jlik@shearman.com
Correspondent Name: COREY JB BETKER
Address Line 1: 599 Lexington Avenue
Address Line 2: Shearman & Sterling LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	40203/22
NAME OF SUBMITTER:	COREY BETKER
SIGNATURE:	/COREY BETKER/
DATE SIGNED:	05/06/2021

Total Attachments: 8

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FIRST LIEN TRADEMARK SECURITY AGREEMENT, dated as of May 6, 2021 (this “Agreement”), among NOBLE SYSTEMS CORPORATION, a Georgia corporation, ASPECT SOFTWARE, INC., a Delaware corporation (each a “Grantor”, and, collectively, the “Grantors”), and JEFFERIES FINANCE LLC (“Jefferies”), as Collateral Agent (in such capacity, the “Collateral Agent”).

Reference is made to (a) the First Lien Credit Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), among ATLAS MIDCO, INC., a Delaware corporation (“Holdings”), ATLAS PURCHASER, INC., a Delaware corporation (the “Borrower”), the LENDERS party thereto and Jefferies, as Administrative Agent and as Collateral Agent, and (b) the First Lien Collateral Agreement, dated as of the date hereof (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among Holdings, Borrower, the other Grantors from time to time party thereto and the Collateral Agent. The Lenders and the Issuing Banks have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. Each Grantor is an Affiliate of the Borrower and is willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and the Issuing Banks to issue additional Letters of Credit and as consideration for Loans previously made and Letters of Credit previously issued and to secure the Secured Obligations. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement or the Credit Agreement, as applicable. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the “Security Interest”) in all of such Grantor’s right, title and interest in, to and under all Trademarks and Trademark Licenses including, without limitation, the United States trademark registrations and trademark applications listed on Schedule I attached hereto (the “Trademark Collateral”). Notwithstanding the foregoing, for clarity, the Trademark Collateral shall not include any intent-to-use trademark application prior to the filing of a “Statement of Use” or “Amendment to Allege Use” with respect thereto.


SECTION 3. Collateral Agreement. The Security Interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.


[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

NOBLE SYSTEMS CORPORATION, as Grantor

By: 
Name: Patrick Dennis
Title: President

ASPECT SOFTWARE, INC., as Grantor

By: 
Name: Patrick Dennis
Title: President

JEFFERIES FINANCE LLC, as Collateral Agent



Name: Brian Buoye
Title: Managing Director

Schedule I

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS FOR REGISTRATION

Mark	Serial No. Filing Date	Registration No. Registration Date	Class/es	Status	Current Owner of Record
NOBLE MEET	90174767 11-SEP-2020	-	38	PENDING INTENT TO USE	NOBLE SYSTEMS CORPORATION
CALLTECH	86376728 26-AUG-2014	4716012 07-APR-2015	9	REGISTERED	NOBLE SYSTEMS CORPORATION
ONQ OnQ	86376197 25-AUG-2014	4715967 07-APR-2015	9	REGISTERED	NOBLE SYSTEMS CORPORATION
SHIFTRACK	85622014 10-MAY-2012	4234214 30-OCT-2012	9	REGISTERED	NOBLE SYSTEMS CORPORATION
SHIFTRACK PLUS	85622025 10-MAY-2012	4234215 30-OCT-2012	9	REGISTERED	NOBLE SYSTEMS CORPORATION
N NOBLE SYSTEMS CUSTOMER CONTACT TECHNOLOGIES 	85568241 13-MAR-2012	4241318 13-NOV-2012	42	REGISTERED	NOBLE SYSTEMS CORPORATION
SIPHONY	77823679 10-SEP-2009	3783968 04-MAY-2010	38	REGISTERED	NOBLE SYSTEMS CORPORATION
NOBLE SYSTEMS	75479623 05-MAY-1998	2270554 17-AUG-1999	9 42	REGISTERED	NOBLE SYSTEMS CORPORATION
STATION MIRRORING	75297209 23-MAY-1997	2404480 14-NOV-2000	9	REGISTERED	NOBLE SYSTEMS CORPORATION
ATOMIX	75297210 23-MAY-1997	2522903 25-DEC-2001	9	REGISTERED	NOBLE SYSTEMS CORPORATION
NOBLE CARE	75297211 23-MAY-1997	2543170 26-FEB-2002	42	REGISTERED	NOBLE SYSTEMS CORPORATION
MANAGING COMMUNICATIONS FOR YOUR FUTURE	75297221 23-MAY-1997	2276439 07-SEP-1999	9	REGISTERED	NOBLE SYSTEMS CORPORATION
ATOMS	74160901 26-APR-1991	1730023 03-NOV-1992	42	REGISTERED	NOBLE SYSTEMS CORPORATION

Mark	Serial No. Filing Date	Registration No. Registration Date	Class/es	Status	Current Owner of Record
NOBLE SYSTEMS GAMIFICATION 	88639457 02-OCT-2019	6046749 05-MAY-2020	9 42	REGISTERED	NOBLE SYSTEMS CORPORATION
NOBLE SYSTEMS CUSTOMER CONTACT TECHNOLOGIES 	88564478 02-AUG-2019	6057424 19-MAY-2020	9	REGISTERED	NOBLE SYSTEMS CORPORATION
NOBLE SYSTEMS 	88564551 02-AUG-2019	6027283 07-APR-2020	9 35 41 42	REGISTERED	NOBLE SYSTEMS CORPORATION
NOBLE SYSTEMS	88495729 01-JUL-2019	6027071 07-APR-2020	9 35 41 42	REGISTERED	NOBLE SYSTEMS CORPORATION
NOBLE	88495735 01-JUL-2019	6022446 31-MAR-2020	9 35 41 42	REGISTERED	NOBLE SYSTEMS CORPORATION
COMPOSER	88064586 03-AUG-2018	5854908 10-SEP-2019	9	REGISTERED	NOBLE SYSTEMS CORPORATION
VINCIO	87926090 17-MAY-2018	5580960 09-OCT-2018	9	REGISTERED	NOBLE SYSTEMS CORPORATION
AGENT GAMIFICATION	87802580 19-FEB-2018	5704870 19-MAR-2019	42	REGISTERED	NOBLE SYSTEMS CORPORATION
SMARTADHERENCE	87669819 02-NOV-2017	5501700 26-JUN-2018	9	REGISTERED	NOBLE SYSTEMS CORPORATION
SMARTENGAGE	87669848 02-NOV-2017	5613377 20-NOV-2018	9	REGISTERED	NOBLE SYSTEMS CORPORATION
INBOUND 100	86906353 12-FEB-2016	5177854 04-APR-2017	9	REGISTERED	NOBLE SYSTEMS CORPORATION
SMARTRECOVER	86905182 11-FEB-2016	5056315 04-OCT-2016	9	REGISTERED	NOBLE SYSTEMS CORPORATION
THE WORLD'S SMARTEST CALL CENTER SOFTWARE 	86871008 11-JAN-2016	5177570 04-APR-2017	9 42	REGISTERED	NOBLE SYSTEMS CORPORATION

Mark	Serial No. Filing Date	Registration No. Registration Date	Class/es	Status	Current Owner of Record
THE WORLD'S SMARTEST CALL CENTER SOFTWARE COMPANY	86871033 11-JAN-2016	5177571 04-APR-2017	9 42	REGISTERED	NOBLE SYSTEMS CORPORATION
SNUG	86857028 22-DEC-2015	5008067 26-JUL-2016	35	REGISTERED	NOBLE SYSTEMS CORPORATION
SNUG 	86857375 22-DEC-2015	5008069 26-JUL-2016	35	REGISTERED	NOBLE SYSTEMS CORPORATION
NOBLE	86852440 17-DEC-2015	5007983 26-JUL-2016	9 42	REGISTERED	NOBLE SYSTEMS CORPORATION
SMARTACCEPT	86819013 13-NOV-2015	5046985 20-SEP-2016	9	REGISTERED	NOBLE SYSTEMS CORPORATION
NOBLE SYSTEMS 	85565629 09-MAR-2012	4225480 16-OCT-2012	9	REGISTERED	NOBLE SYSTEMS CORPORATION
CONTACT AI	88505196 09-JUL-2019	6149752 08-SEP-2020	9 42	REGISTERED	NOBLE SYSTEMS CORPORATION
DECISION AI	88489407 26-JUN-2019	6060733 19-MAY-2020	9 42	REGISTERED	NOBLE SYSTEMS CORPORATION
COMPLIANCE APPLIANCE	86735083 24-AUG-2015	4953273 03-MAY-2016	9 38	REGISTERED	NOBLE SYSTEMS CORPORATION
ASPECT 	88490428 26-JUN-2019	-	9 42	PENDING INTENT TO USE	ASPECT SOFTWARE, INC.
ASPECT GOOD CALL. 	88490446 26-JUN-2019	-	9 42	PENDING INTENT TO USE	ASPECT SOFTWARE, INC.
GOOD CALL.	88490453 26-JUN-2019	6212114 01-DEC-2020	9 42	REGISTERED	ASPECT SOFTWARE, INC.

Mark	Serial No. Filing Date	Registration No. Registration Date	Class/es	Status	Current Owner of Record
A 	88490462 26-JUN-2019	6170556 06-OCT-2020	9 42	REGISTERED	ASPECT SOFTWARE, INC.
ASPECT VERIFY	87379845 21-MAR-2017	5493288 12-JUN-2018	42	REGISTERED	ASPECT SOFTWARE, INC.
ASPECT VIA	87002999 15-APR-2016	5392418 30-JAN-2018	42	REGISTERED	ASPECT SOFTWARE, INC.
ASPECTVIA 	87003011 15-APR-2016	5392419 30-JAN-2018	42	REGISTERED	ASPECT SOFTWARE, INC.
ZIPWIRE	86122644 19-NOV-2013	5013291 02-AUG-2016	42	REGISTERED	ASPECT SOFTWARE, INC.
ASPECT 	85884124 22-MAR-2013	4649821 02-DEC-2014	9 42	REGISTERED	ASPECT SOFTWARE, INC.
DESIGN ONLY 	85884132 22-MAR-2013	4649822 02-DEC-2014	9 42	REGISTERED	ASPECT SOFTWARE, INC.
UNIFIED IP	85862607 28-FEB-2013	4411065 01-OCT-2013	9	REGISTERED	ASPECT SOFTWARE, INC.
VOXEO	77691219 14-MAR-2009	3812704 06-JUL-2010	9 42	REGISTERED	ASPECT SOFTWARE, INC.
PROPHECY	78870683 27-APR-2006	3213084 27-FEB-2007	9 38	REGISTERED	ASPECT SOFTWARE, INC.
VOICEOBJECTS	76257157 15-MAY-2001	2622453 17-SEP-2002	9 42	REGISTERED	VOXEO GERMANY GMBH

Mark	Serial No. Filing Date	Registration No. Registration Date	Class/es	Status	Current Owner of Record
UNIFIED COMMAND AND CONTROL	77187496 22-MAY-2007	3616620 05-MAY-2009	9	REGISTERED	ASPECT SOFTWARE, INC.
ASPECT	78153450 12-AUG-2002	2814944 17-FEB-2004	9 42	REGISTERED	ASPECT SOFTWARE, INC.
QUILOGY	76187091 27-DEC-2000	2583690 18-JUN-2002	35 41 42	REGISTERED	ASPECT SOFTWARE, INC.
LYRICALL	75933931 17-FEB-2000	2440761 03-APR-2001	9	REGISTERED	ASPECT SOFTWARE, INC.
ASPECT CALLCENTER	73686328 25-SEP-1987	1502883 06-SEP-1988	9	REGISTERED	ASPECT SOFTWARE, INC.
ALVARIA	90657054 20-APR-2021	N/A	9, 42	PENDING (ITU)	ASPECT SOFTWARE, INC.
ALVARIA	90639074 12-APR-2021	N/A	9, 42	PENDING (ITU)	ASPECT SOFTWARE, INC.
N	78084355 18-SEP-2001	2835357 20-APR-2004	9, 42	REGISTERED	NOBLE SYSTEMS CORPORATION