

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/23/2008

**CONVEYING PARTY DATA**

Name	Execution Date
LANDesk Holdings, Inc.	05/23/2008

**RECEIVING PARTY DATA**

Name:	LANDesk Software, Inc.
Street Address:	698 West 10000 South, Suite 500
City:	South Jordan
State/Country:	UTAH
Postal Code:	84095

**PROPERTY NUMBERS Total: 15**

Property Type	Number
Patent Number:	5938745
Patent Number:	6279054
Patent Number:	6438711
Patent Number:	6363359
Patent Number:	6446046
Patent Number:	7555683
Patent Number:	6523072
Patent Number:	6711634
Patent Number:	6850990
Patent Number:	7146531
Patent Number:	7165202
Patent Number:	7529820
Patent Number:	7225430
Patent Number:	7032110

**OP \$600.00 5938745**

Patent Number:

7127607

**CORRESPONDENCE DATA**

Fax Number: (801)606-2774

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 801-537-1700

Email: austin@austin-rapp.com

Correspondent Name: Wesley L. Austin

Address Line 1: 170 S. Main St., Ste. 735

Address Line 4: Salt Lake City, UTAH 84101

NAME OF SUBMITTER:

Wesley L. Austin

**Total Attachments: 3**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

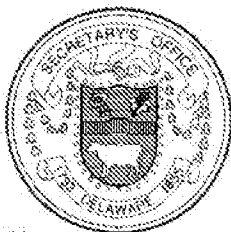
"LANDESK HOLDINGS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "LANDESK SOFTWARE, INC." UNDER THE NAME OF  
"LANDESK SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MAY, A.D. 2008, AT 6:43  
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

3562352 8100M

080609275

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6637155

DATE: 06-05-08

PATENT  
REEL: 024045 FRAME: 0927

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:42 PM 05/27/2008  
FILED 06:43 PM 05/27/2008  
V 080609275 - 3562352 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
LANDESK HOLDINGS, INC.  
WITH AND INTO  
LANDESK SOFTWARE, INC.**

May 23, 2008

(Pursuant to Section 253 of the Delaware General Corporation Law)

LANDESK HOLDINGS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

1. That the Corporation was originally incorporated on August 29, 2002 as LANDesk Acquisition Corporation, pursuant to the Delaware General Corporation Law.
2. That the Corporation changed its name from LANDesk Acquisition Corporation to LANDesk Holdings, Inc. on September 9, 2002, pursuant to the Delaware General Corporation Law.
3. That the Corporation owns all of the outstanding shares of the stock of LANDesk Software, Inc., a corporation that was incorporated on September 5, 2002, pursuant to the Delaware General Corporation Law (the "Subsidiary").
4. That the Corporation, by the following resolutions of its Board of Directors, duly adopted by written consent without a meeting on the May 22, 2008 pursuant to Section 141(f) of the Delaware General Corporation Law, has determined to merge itself with and into the Subsidiary, with the Subsidiary as the surviving corporation:

IT IS THEREFORE RESOLVED, that the Corporation hereby approves the merger of the Corporation with and into its wholly-owned subsidiary, LANDesk Software, Inc., whereby LANDesk Software, Inc. will assume all of the liabilities and obligations of the Corporation;

FURTHER RESOLVED, that, pursuant to such merger, all outstanding shares of common stock of LANDesk Software, Inc., or 1000 shares, which are owned by the Corporation, shall be cancelled, and all the outstanding shares of the common stock of the Corporation, or 1000 shares, which LANDesk Group Ltd. owns, shall be exchanged, upon surrender of any certificates therefore, for 1000 shares of LANDesk Software, Inc., the surviving corporation;

FURTHER RESOLVED, that the merger shall be effective upon the date of filing the Certificate of Ownership and Merger with the Secretary of State of Delaware;

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself with and into LANDesk Software, Inc., whereby LANDesk Software, Inc. will assume the liabilities and obligations of the Corporation, and to cause the same to be filed with the Secretary of State;


FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to make and execute such other documents, agreements, certificates or other instruments, and to take such other actions, as they (or any of them) may deem necessary or advisable in their discretion to effect such merger, and, upon the execution of any such documents, agreements, certificates, or other instruments, shall constitute valid and binding obligations or representations of the Corporation.

5. That the sole shareholder of the Corporation, LANDesk Group, Ltd., duly approved such merger on May 22, 2008 by written consent in lieu of a meeting pursuant to Section 228 of the Delaware General Corporation Law.

6. That the Certificate of Incorporation and Bylaws of the Subsidiary shall continue to be the Certificate of Incorporation and Bylaws of the Subsidiary, which shall be the surviving corporation following such merger, and that the name of the surviving corporation shall continue as "LANDesk Software, Inc."

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above, and acknowledges that the facts stated herein are true.

LANDesk Holdings, Inc.

By:   
Matthew Dean, Secretary