PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT2710406

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Execution Date
JPMORGAN CHASE BANK, N.A.	01/31/2014

RECEIVING PARTY DATA

Name:	DEUTSCHE BANK AG NEW YORK BRANCH, AS COLLATERAL AGENT
Street Address:	60 WALL STREET, ATTN ANCA TRIFAN
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10005

PROPERTY NUMBERS Total: 49

Property Type	Number
Patent Number:	7966650
Patent Number:	7840599
Patent Number:	7882152
Patent Number:	7890627
Patent Number:	7757002
Patent Number:	7159125
Patent Number:	7130854
Patent Number:	7284042
Patent Number:	6195587
Patent Number:	8146137
Patent Number:	8090852
Patent Number:	8170352
Application Number:	12880444
Application Number:	12750840
Application Number:	12751087

Application Number:	12750062
Application Number:	12729268
Application Number:	12570026
Application Number:	12506749
Application Number:	12494435
Application Number:	12413823
Application Number:	12412415
Application Number:	12412690
Application Number:	12411701
Application Number:	12411504
Application Number:	12410731
Application Number:	12409811
Application Number:	12405642
Application Number:	12405538
Application Number:	12405451
Application Number:	12372797
Application Number:	12369030
Application Number:	12369060
Application Number:	12369223
Application Number:	12369096
Application Number:	12269350
Application Number:	12239867
Application Number:	12187794
Application Number:	12059892
Application Number:	12059252
Application Number:	12055586
Application Number:	12053181
Application Number:	12053112
Application Number:	12048954
Application Number:	12048937
Application Number:	11694109
Application Number:	11689930
Application Number:	11855107
Application Number:	11428203

Fax Number:

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

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NAME OF SUBMITTER:	ELAINE CARRERA, LEGAL ASSISTANT
Signature:	/Marina Kelly, Thomson Reuters/
Date:	02/03/2014

Total Attachments: 11
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NOTICE OF CHANGE OF ADMINISTRATIVE AGENT AND COLLATERAL AGENT - ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

January 31, 2014

WHEREAS, SOPHOS LIMITED (formerly known as Sophos PLC) and SOPHOS INC. (together, the "Grantors") own all right, title and interest in and to the Patents (as defined in the Intellectual Property Security Agreement (as defined herein)) and Trademarks (as defined in the Intellectual Property Security Agreement) listed on Schedule A hereto (the "Intellectual Property");

WHEREAS, SHIELD FINANCE CO S.À R.L. ("Shield Finco"), SHIELD HOLDCO LTD ("Holdings"), SOPHOS HOLDINGS LIMITED ("Parent"), SOPHOS LIMITED ("Company"), each Lender from time to time party thereto, JPMORGAN CHASE BANK, N.A., as Administrative Agent and Collateral Agent (in such capacities, the "Existing Agent"), and each other party thereto have entered into the Credit Agreement dated as of June 15, 2010, as amended and restated as of July 13, 2010, as further amended and restated as May 10, 2012 (as further amended, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the "Original Credit Agreement"), pursuant to which the Lenders had severally agreed to make Loans to the Borrowers on the terms and subject to the conditions therein;

WHEREAS, in connection with the Original Credit Agreement, the Grantors have entered into the Intellectual Property Security Agreement dated as of August 5, 2011 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Intellectual Property Security Agreement"), in order to induce the Lenders to make Loans;

WHEREAS, pursuant to the Intellectual Property Security Agreement, the Grantors have granted to the Existing Agent, for the ratable benefit of the Secured Parties, a security interest in certain intellectual property of the Grantors, including the Intellectual Property, and such security interest was recorded in the United States Patent and Trademark Office;

WHEREAS, Shield Finco, the Company, Parent, Holdings, certain subsidiaries of Parent, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent (in such capacities, the "Successor Agent"), the Existing Agent, the New Term B Lenders (as defined in the Amendment Agreement (as defined herein)) and the New Revolving Credit Lenders (as defined in the Amendment Agreement) have entered into that certain Amendment No. 4 dated as of January 31, 2014 (the "Amendment Agreement"; the Original Credit Agreement, as amended by the Amendment Agreement, the "Credit Agreement"), whereby, among other things, the Lenders have consented to the resignation of the Existing Agent and the appointment of the Successor Agent and the New Term B Lenders and the New Revolving Credit Lenders have agreed to make new Loans to the Borrowers on the terms and subject to the conditions therein; and

WHEREAS, Shield Finco, Holdings, Parent, Company, certain subsidiaries of Parent, the Existing Agent and the Successor Agent, have entered into the Resignation, Waiver, Consent and Appointment Agreement dated as of January 31, 2014 (the "Resignation Agreement"), whereby, among other things, the Existing Agent resigns as Administrative Agent and Collateral Agent and is replaced by the Successor Agent as successor Administrative Agent and successor Collateral Agent under the Credit Agreement, the Intellectual Property Security Agreement and the other Loan Documents;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party, the parties hereby agree and confirm that:
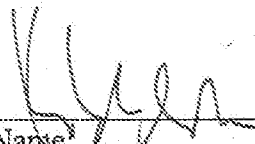
1. JPMorgan Chase Bank, N.A., has ceased to be the Existing Agent;

2. Deutsche Bank AG New York Branch is now the Administrative Agent and Collateral Agent under the Credit Agreement, the Intellectual Property Security Agreement and the other Loan Documents; and

3. Nothing herein shall be deemed to terminate or impair the continuity of the security interest in the Intellectual Property originally granted to the Existing Agent, which security interest is now succeeded by and transferred to Deutsche Bank AG New York Branch.

Unless otherwise defined herein or the context otherwise requires, the terms used in this agreement shall have the meanings provided or provided by reference in the Resignation Agreement or the Credit Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

DEUTSCHE BANK AG NEW YORK BRANCH, as successor Administrative Agent and Collateral Agent

By:

Name: Anca Trifan
Title: Managing Director

By:

Name:
Title: Kirk L. Tashjian
Vice President

[Notice of Change of Administrative Agent and Collateral Agent
—Assignment of Security Interest in Intellectual Property]
Confidential

JPMORGAN CHASE BANK N.A.,
as existing Administrative Agent and Collateral
Agent

By: _____
Name:
Title: Tina Ruyter
                 Executive Director

AGREED AND ACKNOWLEDGED:

SOPHOS LIMITED,
as Grantor

By: _____
    Name: Nicholas Paul Seaton Bray
    Title: Director

AGREED AND ACKNOWLEDGED:

SOPHOS INC.,
as Grantor

By: _____

Name: Nicholas Paul Seaton Bray
Title: Director

[Notice of Change of Administrative Agent and Collateral Agent
—Assignment of Security Interest in Intellectual Property]

**PATENT
REEL: 032152 FRAME: 0891**

SCHEDULE A

United States Patents and Patent Applications

Patent Registrations

Owner	Application / Registration Number	Patent Description	Country
Sophos PLC	US7966650	Dynamic internet address assignment based on user identity and policy compliance	United States
Sophos PLC	US7840599	Selection and storage of policies in network management	United States
Sophos PLC	US7882152	Selection and Storage of Policies in Network Management	United States
Sophos PLC	US7890627	Hierarchical Statistical Model of Internet Reputation	United States
Sophos PLC	US7757002	Method and systems for analyzing network content in a pre-fetching web proxy	United States
Sophos PLC	US7159125	Policy engine for modular generation of policy for a flat, per-device database	United States
Sophos PLC	US7130854	Selection and storage of policies in network management	United States
Sophos PLC	US7284042	Device plug-in system for configuring network device over a public network	United States
Sophos PLC	US6195587	Validity Checking	United States
Sophos PLC	US13118668 8146137	Dynamic internet address assignment based on user identity and policy compliance	United States
Sophos PLC	US12132979 8090852	Managing use of proxies to access restricted network locations	United States
Sophos PLC	US12054086 8170352	String searching facility	United States

Patent Applications

Owner	Application Number	Patent Description	Country
Sophos PLC	US12880444	System and method of whitelisting parent virtual images	United States
Sophos PLC	US12750840	Host intrusion prevention system software and user behavior analysis	United States
Sophos PLC	US12751087	Use of an application controller to monitor and control software file and application environments	United States
Sophos PLC	US12750062	Metadata-based access, security, and compliance control of software generated files	United States

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Owner	Application Number	Patent Description	Country
Sophos PLC	US12729268	Password complexity policy for externally controlled systems	United States
Sophos PLC	US12570026	Automatic recovery from a security event	United States
Sophos PLC	US12506749	Behavioral-based host intrusion prevention system	United States
Sophos PLC	US12494435	System and method for identifying unauthorized endpoints	United States
Sophos PLC	US12413823	Method and system for classification of software using characteristics and combinations of such characteristics	United States
Sophos PLC	US12412415	Discovery of the use of anonymizing proxies by analysis of HTTP cookies	United States
Sophos PLC	US12412690	Run-time additive disinfection	United States
Sophos PLC	US12411701	Virtual machine configuration sharing between host and virtual machines and between virtual machines	United States
Sophos PLC	US12411504	Dynamic scanning based on compliance metadata	United States
Sophos PLC	US12410731	Method and system for preventing data leakage from a computer facility	United States
Sophos PLC	US12409811	Modified file tracking on virtual machines	United States
Sophos PLC	US12405642	Protecting sensitive information from a secure data store	United States
Sophos PLC	US12405538	Computer security lock down methods	United States
Sophos PLC	US12405451	Method and system for preemptive scanning of computer files	United States
Sophos PLC	US12372797	Systems and methods that detect sensitive data leakages from applications	United States
Sophos PLC	US12369030	Protected access control method for shared computer resources	United States
Sophos PLC	US12369060	Systems and methods for enforcing policies to block search engine queries for web-based proxy sites	United States
Sophos PLC	US12369223	Systems and methods for enforcing policies in the discovery of anonymizing proxy communications	United States
Sophos PLC	US12369096	Systems and methods for enforcing policies for proxy website detection using advertising account ID	United States
Sophos PLC	US12269350	Methods for identifying an application and controlling its network utilization	United States
Sophos PLC	US12239867	Network stream scanning facility	United States
Sophos PLC	US12187794	Computer file control through file tagging	United States
Sophos PLC	US12059892	Method and system for detecting restricted content associated with retrieved content	United States
Sophos PLC	US12059252	Method and system for detecting restricted content associated with retrieved content	United States
Sophos PLC	US12055586	Method and system for detecting restricted	United States

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Owner	Application Number	Patent Description	Country
		content associated with retrieved content	
Sophos PLC	US12053181	Virtual machines configuration sharing between host and virtual machines and between virtual machines	United States
Sophos PLC	US12053112	Method and system for network identification via DNS	United States
Sophos PLC	US12048954	Target data detection in a streaming environment	United States
Sophos PLC	US12048937	Target data detection in a streaming environment	United States
Sophos PLC	US11694109	Remedial action against malicious code at a client facility	United States
Sophos PLC	US11689930	Systems and methods for dynamic vendor and vendor outlet classification	United States
Sophos PLC	US11855107	Policy management	United States
Sophos PLC	US11428203	Method and system for classification of software using characteristics and combinations of such characteristics	United States

<u>United States Trademarks and Trademark Applications</u>

Owner	Application / Registration Number	Mark	Country
Sophos Limited	85328430 4093462	NAKEDSECURITY	United States
Sophos PLC	74490140 1925127	INTERCHECK	United States
Sophos PLC	74481271 1900426	SOPHOS	United States
Sophos PLC	78647353 3303754	ZOMBIEALERT	United States
Sophos PLC	76977370 3057052	SAV	United States
Sophos PLC	78360287 2920906	PUREVIEW	United States
Sophos PLC	78360332 2920907	PURETRACE	United States
Sophos PLC	78360370 2920908	PUREDETECT	United States
Sophos PLC	76491699 2975128	Sophos Anti-Virus	United States
Sophos PLC	76491693 2964498	SAV Admin	United States
Sophos PLC	76491698	SAV	United States

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Owner	Application / Registration Number	Mark	Country
	3436508		
Sophos Inc.	78176344 2915137	PUREMESSAGE	United States

United States Copyright Registrations

None.

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