

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion to LLC

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NetSolve, Incorporated	FORMERLY Southwest Defense Systems, Inc.	07/30/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	NetSolve LLC
Street Address:	170 West Tasman Drive
City:	San Jose
State/Country:	CALIFORNIA
Postal Code:	95134
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	74676984	NETSOLVE NS
Serial Number:	78346415	NETSOLVE
Serial Number:	78185784	PROWATCH FOR DESKTOPS
Serial Number:	78185779	PROWATCH FOR SERVERS
Serial Number:	78185776	PROWATCH FOR IP TELEPHONY
Serial Number:	75476836	PROWATCH EXCHANGE
Serial Number:	75475730	PROWATCH FOR WANS
Serial Number:	75475729	PROWATCH FOR LANS
Serial Number:	75213690	PROWATCH
Serial Number:	75213689	PROWATCH IV
Serial Number:	75213688	PROWATCH SECURE
Serial Number:	75213687	PROWATCH
Serial Number:	74731047	

CH \$340.00 74676984

CORRESPONDENCE DATA

Fax Number: (650)938-5200

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

Phone: (650) 988-8500

Email: trademarks@fenwick.com

Correspondent Name: Karen Marie Kitterman, Esq.

Address Line 1: 170 West Tasman Drive

Address Line 4: San Jose, CALIFORNIA 95134

NAME OF SUBMITTER:	Karen Marie Kitterman
Signature:	/Karen Marie Kitterman/
Date:	09/28/2005

Total Attachments: 4

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Delaware

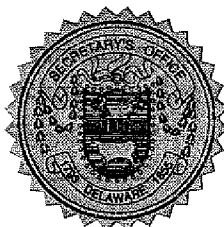
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "NETSOLVE LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 2005, AT 8:47 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF JULY, A.D. 2005.

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



2071531 8100V

050625773

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4057870

DATE: 07-29-05

TRADEMARK
REEL: 003166 FRAME: 0675

**CERTIFICATE OF FORMATION
OF
NETSOLVE LLC**

The undersigned, being duly authorized to execute and file this Certificate of Formation for the purposes of forming a limited liability company pursuant to the Delaware Limited Liability Act, 6 Del. C. §§18-101, et seq., does hereby certify as follows:

First: The name of the limited liability company is NetSolve LLC

Second: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle. The name of its registered agent at that address is Corporation Service Company.

Third: The limited liability company shall be formed concurrently with the filing of the Certificate of Conversion from a Corporation to a Limited Liability Company of Netsolve, Incorporated, a Delaware corporation, pursuant to §266 of the Delaware General Corporation Law.

FOURTH: The effective date for the formation of the limited liability company is July 30, 2005.

In Witness Whereof, the undersigned has executed this Certificate of Formation of this

19 day of July, 2005.

By: 
Authorized Person

Name: Daniel Scheinman

Delaware

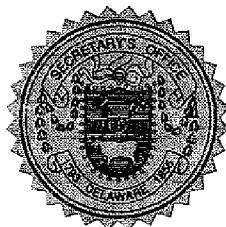
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NETSOLVE, INCORPORATED" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NETSOLVE, INCORPORATED" TO "NETSOLVE LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 2005, AT 8:47 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF JULY, A.D. 2005.

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



2071531 8100V

050625773

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4057870

DATE: 07-29-05

TRADEMARK
REEL: 003166 FRAME: 0677

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL
CORPORATION LAW**

The undersigned, being duly authorized to execute and file this Certificate of Conversion for the purposes of converting a Delaware corporation to a Delaware limited liability company pursuant to §266 of the Delaware General Corporation Law, does hereby certify as follows:

1. The name of the corporation is NetSolve, Incorporated. The name under which the corporation was originally incorporated is Southwest Defense Systems, Inc
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is September 19, 1985.
3. The name of the limited liability company into which the corporation is herein being converted is NetSolve LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. The effective date for the conversion of the corporation to a limited liability company is July 30, 2005.

Dated: July 19 _____, 2005

By: _____

Daniel Scheinman
Authorized Officer