

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/27/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Quest Software, Inc.		04/27/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Quest Software, Inc.
Street Address:	5 Polaris Way
City:	Aliso Viejo
State/Country:	CALIFORNIA
Postal Code:	92656
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 55

Property Type	Number	Word Mark
Serial Number:	74023630	QUEST
Serial Number:	74069344	NETBASE
Serial Number:	74125076	XRT/
Serial Number:	74730291	DS EXPERT
Serial Number:	74730296	NETPRO
Serial Number:	75139266	JCLASS
Serial Number:	75237267	SHAREPLEX
Serial Number:	75325827	BENCHMARK FACTORY
Serial Number:	75327141	JPROBE
Serial Number:	75444876	PASSGO
Serial Number:	75501953	WEBDEFENDER
Serial Number:	75543362	DIRECTORY ANALYZER
Serial Number:	75567001	I/WATCH

CH \$1390.00 74023630

Serial Number:	75608118	FOGLIGHT
Serial Number:	75644260	QUEST SOFTWARE
Serial Number:	75644261	T.O.A.D.
Serial Number:	75644262	NBSPOOL
Serial Number:	75697290	SQLAB
Serial Number:	75705987	DS ANALYZER
Serial Number:	75829464	NETPRO
Serial Number:	75882415	SQL NAVIGATOR
Serial Number:	76020493	QUEST CENTRAL
Serial Number:	76026118	LIVEREORG
Serial Number:	76026119	SPOTLIGHT
Serial Number:	76130059	STAT
Serial Number:	76276723	PERFORMASURE
Serial Number:	76344146	INTRUST
Serial Number:	76422712	TAG AND FOLLOW
Serial Number:	76531837	VINTELA
Serial Number:	76652356	TOAD
Serial Number:	77028441	TOAD WORLD
Serial Number:	77100909	QUEST SOFTWARE
Serial Number:	77100920	
Serial Number:	77135952	LITESPEED
Serial Number:	77153914	ACCESSMANAGER
Serial Number:	77153918	CHANGEAUDITOR
Serial Number:	77153922	GPOADMIN
Serial Number:	77153923	LOGADMIN
Serial Number:	77153925	REPORTADMIN
Serial Number:	77153926	RESTOREADMIN
Serial Number:	77153928	SELSERVICEADMIN
Serial Number:	77330473	MESSAGESTATS
Serial Number:	77330482	ACTIVEROLES
Serial Number:	77593600	ITOKEN
Serial Number:	77667761	VSPOTLIGHT
Serial Number:	77667765	VTOAD
Serial Number:	77667769	VFOGLIGHT
Serial Number:	78069027	BIG BROTHER

Serial Number:	78165368	ERDISK
Serial Number:	78518281	CHANGEMANAGER
Serial Number:	78612203	SQL WATCH
Serial Number:	78902674	QUEST
Serial Number:	78937447	INTELLIPROFILE
Serial Number:	78937449	STEALTHCOLLECT
Serial Number:	78948226	DIRECTORY ANALYZER

CORRESPONDENCE DATA

Fax Number: (617)937-2400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 6179372418
Email: aanderson@cooley.com
Correspondent Name: Anna Anderson c/o Cooley Godward Kronish
Address Line 1: 800 Boylston Street
Address Line 2: The Prudential Tower, 46th Floor
Address Line 4: Boston, MASSACHUSETTS 02199

ATTORNEY DOCKET NUMBER:	301863-209
NAME OF SUBMITTER:	Anna B. Anderson
Signature:	/Anna Anderson/
Date:	08/19/2009

Total Attachments: 7
source=Quest Reincorporation#page1.tif
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

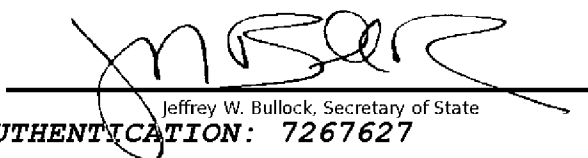
"QUEST SOFTWARE, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "QUEST SOFTWARE, INC." UNDER THE NAME OF
"QUEST SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2009, AT
3:36 O'CLOCK P.M.

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

4645336 8100M

090401432




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7267627

DATE: 04-27-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004046 FRAME: 0637

CERTIFICATE OF MERGER

OF

**QUEST SOFTWARE, INC.,
a California corporation**

INTO

**QUEST SOFTWARE, INC.,
a Delaware corporation**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Quest Software, Inc.	California
Quest Software, Inc.	Delaware

2. An Agreement and Plan of Merger dated as of April 27, 2009 (the "Agreement and Plan of Merger") between Quest Software, Inc., a California corporation ("Quest California") and Quest Software, Inc., a Delaware corporation ("Quest Delaware") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The surviving corporation in the merger is Quest Delaware. Upon the effectiveness of the filing of this Certificate of Merger, the Certificate of Incorporation of Quest Delaware attached hereto as **Exhibit A** shall be the Certificate of Incorporation of the surviving corporation in the merger.

4. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 5 Polaris Way, Aliso Viejo, California 92656.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

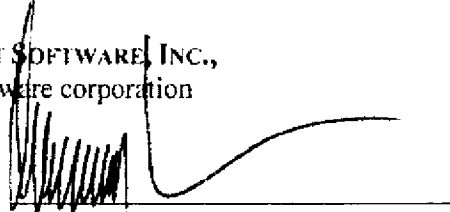
7. The authorized capital stock of Quest California consists of (a) 200,000,000 shares of Common Stock, no par value per share, and (b) 10,000,000 shares of Preferred Stock, no par value per share, all of which are undesignated as to series, rights, preferences, privileges or restrictions.

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, Quest Software, Inc., a Delaware corporation, and attested to by its officers thereunto duly authorized.

Dated as of the date first written above.

QUEST SOFTWARE INC.,
a Delaware corporation

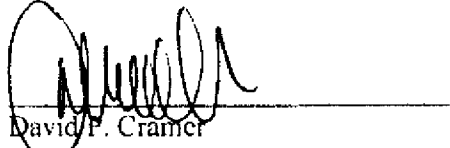
By:



Douglas H. Garn
President and Chief Executive Officer

ATTEST:

By:



David P. Cramer
Vice President, General Counsel & Secretary

Exhibit A
Certificate of Incorporation

CERTIFICATE OF INCORPORATION

OF

QUEST SOFTWARE, INC.

The undersigned, a natural person (the "Sole Incorporator"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

I.

The name of this corporation is Quest Software, Inc. (the "Corporation").

II.

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of Newcastle and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

IV.

A. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 210,000,000 shares. 200,000,000 shares shall be Common Stock, each having a par value of one-tenth of one cent (\$.001) per share. 10,000,000 shares shall be Preferred Stock, each having a par value of one-tenth of one cent (\$.001) per share.

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the DGCL. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing

sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

V.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the Board of Directors shall be fixed exclusively by resolutions adopted by a majority of the authorized number of directors constituting the Board of Directors.

B.

1. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

2. No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws.

3. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

VI.

C. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated to the fullest extent permitted by the DGCL, as so amended.

D. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VI.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

VII.

The name and the mailing address of the Sole Incorporator is as follows:

Name

MAILING ADDRESS

DAVID CRAMER

Quest Software, Inc.
5 Polaris Way
Aliso Viejo, CA 92656