

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office
Docket No. 44345-24001
Client Reference *

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Rackable Systems LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other California Limited Liability Company
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 1, 2000

2. Name and address of receiving party(ies)

Name: Rackable Systems, Inc.

Internal Address: _____

Street Address: 721 Charcot Avenue

City: San Jose State: CA Zip: 95131

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,561,285

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Rosemary S. Tarlton
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105-2482

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account:
Reference: 443452400100

8. Deposit account number:

03-1952

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Rosemary S. Tarlton
Name of Person Signing


Signature

December 18, 2002
Date

Total number of pages including cover sheet, attachments, and document: _____

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002587 FRAME: 0037

Nunc Pro Tunc Assignment of Trademark

WHEREAS Rackable Systems LLC, a California Limited Liability Company, with an office located at 2381 Zanker Road, Suite 130, San Jose, California filed a U.S. federal trademark application for the mark RACKABLE SYSTEMS based on its use of the mark in connection with "computer hardware comprising chassis, enclosure, power supply and cables" (the "Mark");

WHEREAS the Mark is the subject of U.S. Trademark Application, Serial No. 76/083,292 and the resulting U.S. Registration No. 2,561,285 (collectively, the "Registration");

WHEREAS, Rackable Systems LLC assigned all of its assets, including its rights in the Mark, to Rackable Systems, Inc., a Delaware corporation, pursuant to an Operation and Transfer of Assets Agreement, dated December 1, 2000; and

WHEREAS, Rackable Systems LLC merged with and into Rackable Systems, Inc., a Delaware corporation, pursuant to a Certificate of Merger, filed with the Delaware Secretary of State on January 5, 2001;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Rackable Systems LLC does hereby confirm that, pursuant to the Operation and Transfer of Assets Agreement, it assigns to Rackable Systems, Inc., *nunc pro tunc* as of December 1, 2000, all right, title and interest in and to the Mark and the Registration identified above, together with the goodwill of the business symbolized by the Mark, all common law rights, and the right to register, renew, protect and defend said Mark and to sue for past infringements of said Mark.

IN WITNESS WHEREOF, Rackable Systems LLC has caused this instrument to be executed on the 9 day of December, 2002.

Rackable Systems LLC

By Jack Randall
Name: Jack Randall
Title: Managing Member

Acknowledged and Agreed:

Rackable Systems, Inc.

By Jack Randall
Name: Jack Randall
Title: Secretary