

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PROCERA NETWORKS, INC.		03/13/2009	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	PENINSULA BANK BUSINESS FUNDING, A DIVISION OF THE PRIVATE BANK OF THE PENINSULA		
Street Address:	400 Emerson Street		
City:	Palo Alto		
State/Country:	CALIFORNIA		
Postal Code:	94301		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3069311	OPTIMIP	
Registration Number:	2933586	QOS EVERYWHERE	
Registration Number:	2931196	PROCERA NETWORKS	
Registration Number:	2886998	PROCERA	
CORRESPONDENCE DATA			
Fax Number:	(858)550-6420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	858-550-6403		
Email:	erin.obrien@cooley.com		
Correspondent Name:	Erin O'Brien		
Address Line 1:	c/o Cooley Godward Kronish LLP		
Address Line 2:	4401 Eastgate Mall		
Address Line 4:	San Diego, CALIFORNIA 92121		
ATTORNEY DOCKET NUMBER:	308112-100 PROCERA		

CH \$115.00 3069311

NAME OF SUBMITTER:	Erin O'Brien
Signature:	/Erin O'Brien/
Date:	04/10/2009
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of March 13, 2009 by and between **PENINSULA BANK BUSINESS FUNDING, A DIVISION OF THE PRIVATE BANK OF THE PENINSULA**, a California corporation ("Bank") and **PROCERA NETWORKS, INC.**, a Nevada corporation ("Grantor").

RECITALS

Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor (as amended from time to time, the "Loan Agreement") dated of even date herewith. Capitalized terms used herein have the meaning assigned in the Loan Agreement. Bank is willing to make the credit extensions to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in all of Grantor's right title, and interest in, to and under all of the Collateral whether presently existing or hereafter acquired

NOW, THEREFORE, Grantor agrees as follows:

AGREEMENT


To secure performance of Grantor's obligations under the Loan Agreement, Grantor grants to Bank a security interest in all of Grantor's right, title and interest in Grantor's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. Each right, power and remedy of Bank provided for herein shall not preclude the simultaneous or later exercise by Bank of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Borrower:

PROCERA NETWORKS, INC.

100 Cooper Court
Los Gatos, CA 95032
Attn: Paul Eovino/iCFO & VP Finance

By: 
Title: JP Finance, CFO

Address of Bank:

**PENINSULA BANK BUSINESS FUNDING, A
DIVISION OF THE PRIVATE BANK OF THE
PENINSULA**

400 Emerson Street
Palo Alto, CA 94301
Attn: Mike Hansen

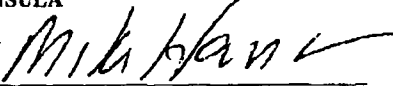
By: 
Title: EVP

Exhibit A

Copyrights

Title	Registration Number	Registration Date
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766125 v1/HN

EXHIBIT B

Patents

Title	Serial/ Patent Number	Application/ Issue Date
Switch for local area network	10/445,293	05/22/03
Network rights management	10/650,456	08/27/03
Managing and controlling user applications with network switches	10/650,457	08/27/03
Managing network traffic for network-attached storage	10/769,548	05/22/03

EXHIBIT C

Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
OPTIMIP	3,069,311	03/14/06
QOS EVERYWHERE	2,933,586	03/15/05
PROCERA NETWORKS	2,931,196	03/08/05
PROCERA	2,886,998	09/21/04