

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MANAGEDSTORAGE INTERNATIONAL, INC.		04/15/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	INCENTRA, LLC		
<b>Street Address:</b>	1140 Pearl Street		
<b>City:</b>	Boulder		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80302		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2739321	MANAGEDSTORAGE INTERNATIONAL	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(312)896-5678		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-464-3135		
Email:	msmolucka@loeb.com		
Correspondent Name:	Scott J. Giordano/Loeb & Loeb LLP		
Address Line 1:	354 Park Avenue		
Address Line 4:	New York, NEW YORK 10154		
ATTORNEY DOCKET NUMBER:	211158-10019 INCENTRA		
NAME OF SUBMITTER:	Mary Ann Smolucka		
Signature:	/s/ Mary Ann Smolucka		
Date:	04/20/2009		

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Total Attachments: 1

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**ASSIGNMENT OF TRADEMARK**

This Agreement is made and entered into effective April 15, 2009 (hereinafter the "Effective Date") by and between MANAGEDSTORAGE INTERNATIONAL, INC., a Delaware corporation, having its principal place of business at 12303 Airport Way, Suite 250, Broomfield, CO 80021 (hereinafter the "ASSIGNOR") on the one hand, and INCENTRA, LLC, a Delaware limited liability company, having its principal place of business at 1140 Pearl Street, Boulder, CO 80302 (hereinafter the "ASSIGNEE"), on the other hand;

**WHEREAS**, ASSIGNOR owns the trademark MANAGEDSTORAGE INTERNATIONAL for use in connection with computer software for use in data storage and database security management, computer software for use in storing large data files, each together with the instructional manuals therefore sold as a unit (the "Mark");

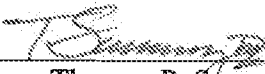
**WHEREAS**, ASSIGNOR has registered a United States federal trademark and a Colorado state trademark for the mark MANAGEDSTORAGE INTERNATIONAL, as reflected in United States registration number 2,739,321 registered on July 15, 2003, and Colorado registration number 2002126138 registered September 23, 2002 (the "Trademark");

**WHEREAS**, ASSIGNEE desires to acquire all of Assignor's right, title and interest in and to the Mark;

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, transfer, convey, assign and set over to ASSIGNEE, its successors, assignors and legal representatives, all of its right, title and interest throughout the world in and to the Mark and the Application, together with the good will of the business symbolized by such Mark.

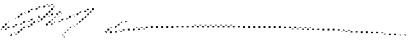
**MANAGEDSTORAGE INTERNATIONAL, INC.**

Dated: April 15, 2009

By:   
\_\_\_\_\_  
Thomas P. Sweeney III  
Chief Executive Officer

**INCENTRA, LLC**

Dated: April 15, 2009 By:

  
\_\_\_\_\_  
Matthew G. Richman