

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
Basho Technologies, Inc.		12/24/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Georgetown Partners, LLC
Street Address:	6903 Rockledge Drive
Internal Address:	Suite 214
City:	Bethesda
State/Country:	MARYLAND
Postal Code:	20817
Entity Type:	LIMITED LIABILITY COMPANY: MARYLAND

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3636402	BASHO
Registration Number:	3878904	BASHO
Registration Number:	3912974	BASHO
Registration Number:	3879429	
Registration Number:	3879430	
Registration Number:	3879059	RIAK

CORRESPONDENCE DATA

Fax Number: 2028428465
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-842-8800
 Email: dctrademarks@dbr.com
 Correspondent Name: Amy E. Carroll
 Address Line 1: 1500 K Street, N.W.
 Address Line 2: Suite 1100

OP \$165.00 3636402

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

ATTORNEY DOCKET NUMBER: 203532-464009

NAME OF SUBMITTER: Amy E. Carroll

Signature: /amyecarroll/

Date: 01/07/2013

Total Attachments: 16

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT is made as of December 24, 2012, by and between Basho Technologies, Inc., a Delaware corporation (together with its successors and permitted assigns, "**Grantor**"), and Georgetown Partners, LLC, 6903 Rockledge Drive, Suite 214, Bethesda, Maryland 20817, as administrative agent for the Purchasers (as that term is defined in the Purchase Agreement referenced below) (together with its successors and assigns in such capacity, "**Grantee**") and is made pursuant to the Security Agreement dated as of the date hereof, by and between Grantee and Grantor (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the "**Security Agreement**"). Defined terms used herein not otherwise defined shall have the meaning set forth in the Security Agreement.

WHEREAS, Grantor is the owner of certain trademarks, including pending applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, including those listed on Exhibit A hereto (the "**Marks**"); and

WHEREAS, Grantor, Grantee, as the Agent, and certain Purchasers (as defined in the Purchase Agreement) entered into that certain Senior Secured Convertible Note Purchase Agreement, dated as of the date hereof (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the "**Purchase Agreement**"), pursuant to which Grantor issued and sold and the Purchasers purchased from Grantor Senior Secured Convertible Promissory Notes (the "**Notes**") in an aggregate principal amount not to exceed \$7,500,000 on the terms and conditions described therein; and

WHEREAS, one of the conditions to the purchase of the Notes under the Purchase Agreement is that payment of the Secured Obligations shall be secured by, among other things, a security interest in favor of Grantee, for the benefit of the Secured Parties, in the Marks and all proceeds thereof and Grantor is willing to grant to Grantee, for the benefit of the Secured Parties,

a security interest in the Marks and all proceeds thereof and all other related claims and rights as more fully described in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Secured Obligations, Grantor hereby pledges and grants to Grantee a security interest and lien in and to the Marks and all proceeds thereof and gives notice of such security interest and the existence of the Security Agreement providing therefor.

This Agreement shall be governed by and construed in accordance with the General Corporation Law of the State of Delaware, as to matters within the scope thereof, and the internal laws of the Commonwealth of Massachusetts (without reference to the conflicts of law provisions thereof), as to all other matters.

[Signature Page Follows]

Executed as of the date first above written.

Grantor:

BASHO TECHNOLOGIES, INC.

By: Gregory M Collins

Name: Greg Collins

Title: President and CEO

Grantee:

**GEORGETOWN PARTNERS, LLC, in its
capacity as administrative agent**

By: _____

Name:

Title:

[Signature Page to Trademark Security Agreement]

Executed as of the date first above written.

Grantor:

BASHO TECHNOLOGIES, INC.

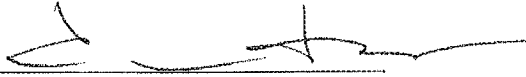
By: _____

Name:

Title:

Grantee:

**GEORGETOWN PARTNERS, LLC, in its
capacity as administrative agent**

By:  _____

Name: Chester Davenport

Title: Managing Member

[Signature Page to Trademark Security Agreement]

EXHIBIT A

Marks

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
BASHO	Korea MP	1035943	04/12/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer consulting services; computer program and database design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database problems in Class 42	Under examination
BASHO	Taiwan	99046307	09/16/10	Computer programs and databases for general use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer software consulting services; computer program and database software design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database software problems in Class 42	Under examination

TRADEMARK

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
BASHO	Australia MP	1265310	09/10/08	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity in Class 42	Renewal due under Madrid Protocol 09/10/18

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
BASHO	Australia MP	1359646	04/12/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer consulting services; computer program and database design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database problems in Class 42	Renewal due under Madrid Protocol 04/12/20
BASHO	China MP	976045	09/10/08	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity in Class 42	Renewal due under Madrid Protocol 09/10/18
BASHO	China MP	1035943	04/12/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer consulting services; computer program and database design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database problems in Class 42	Renewal due under Madrid Protocol 04/12/20
BASHO	European Community MP	976045	09/10/08	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity in Class 42	Renewal due under Madrid Protocol 09/10/18
BASHO TRADEMARK	European Community MP	1035943	04/12/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer consulting services; computer program and database design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database problems in Class 42	Renewal due under Madrid Protocol 04/12/20

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
BASHO	Japan MP	976045	09/10/08	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity in Class 42	Renewal due under Madrid Protocol 09/10/18
BASHO	Japan MP	1035943	04/12/10	Computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer consulting services; computer program and database design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database problems in Class 42	Renewal due under Madrid Protocol 04/12/20
BASHO	Madrid Protocol Australia China European Community Korea Japan Netherlands Antilles Norway Switzerland	976045	09/10/08	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity in Class 42	Renewal due 09/10/18

TRADEMARK

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<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
BASHO	Madrid Protocol Australia China European Community Japan Korea Netherlands Antilles Russian Federation Switzerland	1035943	04/12/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer consulting services; computer program and database design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database problems in Class 42	Renewal due 04/12/20
BASHO	Netherlands Antilles MP	976045	09/10/08	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity in Class 42	Renewal due under Madrid Protocol 09/10/18
BASHO	Netherlands Antilles MP	1035943	04/12/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer consulting services; computer program and database design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database problems in Class 42	Renewal due under Madrid Protocol 04/12/20
BASHO	Norway MP	976045	09/10/08	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity in Class 42	Renewal due under Madrid Protocol 09/10/18



TRADEMARK

REEL: 004937 FRAME: 0510

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
BASHO	Russian Federation MP	1035943	04/12/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer consulting services; computer program and database design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database problems in Class 42	Renewal due under Madrid Protocol 04/12/20
BASHO	Singapore	T1011961G	09/16/10	Computer programs and databases for general use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer software consulting services; computer program and database software design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database software problems in Class 42	Renewal due 09/16/20
BASHO	Switzerland MP	976045	09/10/08	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity in Class 42	Renewal due under Madrid Protocol 09/10/18
BASHO	Switzerland MP	1035943	04/12/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9 Computer consulting services; computer program and database design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database problems in Class 42	Renewal due under Madrid Protocol 04/12/20
BASHO	United States	3636402	06/09/09	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity [04/17/08] in Class 42	Section 8 Affidavit due 06/09/15




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<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
BASHO	United States	3878904	11/23/10	Computer software consulting services; computer program and database software design, development, customization, installation and maintenance; technical support services, namely, troubleshooting of computer program and database software problems [09/16/09] in Class 42	Section 8 Affidavit due 11/23/16
BASHO	United States	3912974	02/01/11	Downloadable computer programs and databases for general use in managing, processing, storing, retrieving, analyzing and reporting information [07/21/09] in Class 9	Section 8 Affidavit due 02/01/17
MISCELLANEOUS DESIGN (basho head logo) 	Australia MP	1389546	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20
MISCELLANEOUS DESIGN (basho head logo) 	China MP	1051773	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20




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REEL: 004937 FRAME: 0512

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
MISCELLANEOUS DESIGN (basho head logo) 	European Community MP	1051773	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20
MISCELLANEOUS DESIGN (basho head logo) 	Japan MP	1051773	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20
MISCELLANEOUS DESIGN (basho head logo) 	Korea MP	1051773	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20





TRADEMARK





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<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
MISCELLANEOUS DESIGN (basho head logo) 	Madrid Protocol Australia China European Community Japan Korea Russian Federation Switzerland	1051773	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due 09/08/20
MISCELLANEOUS DESIGN (basho head logo) 	Russian Federation MP	1051773	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20
MISCELLANEOUS DESIGN (basho head logo) 	Switzerland MP	1051773	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20



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REEL: 004937 FRAME: 0514

<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
MISCELLANEOUS DESIGN (basho head logo) 	United States	3879429	11/23/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information [07/21/09] in Class 9	Section 8 Affidavit due 11/23/16
MISCELLANEOUS DESIGN (riak circle logo) 	Australia MP	1396059	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20
MISCELLANEOUS DESIGN (riak circle logo) 	China MP	1056236	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20
MISCELLANEOUS DESIGN (riak circle logo)  TRADEMARK	European Community MP	1056236	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20

Mark	Country	Regis. No.	Regis. Date	Goods or Services	Status
MISCELLANEOUS DESIGN (riak circle logo) 	Japan MP	1056236	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20
MISCELLANEOUS DESIGN (riak circle logo) 	Korea MP	1056236	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20
MISCELLANEOUS DESIGN (riak circle logo) 	Madrid Protocol Australia China European Community Japan Korea Russian Federation Switzerland	1056236	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due 09/08/20
MISCELLANEOUS DESIGN (riak circle logo) 	Russian Federation MP	1056236	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20

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<u>Mark</u>	<u>Country</u>	<u>Regis. No.</u>	<u>Regis. Date</u>	<u>Goods or Services</u>	<u>Status</u>
MISCELLANEOUS DESIGN (riak circle logo) 	Switzerland MP	1056236	09/08/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 09/08/20
MISCELLANEOUS DESIGN (riak circle logo) 	United States	3879430	11/23/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information [07/21/09] in Class 9	Section 8 Affidavit due 11/23/16
RIAK	Australia MP	1375754	07/06/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 07/06/20
RIAK	China MP	1044380	07/06/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 07/06/20
RIAK	European Community MP	1044380	07/06/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 07/06/20
RIAK	Japan MP	1044380	07/06/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 07/06/20
RIAK	Korea MP	1044380	07/06/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 07/06/20

TRADEMARK

REEL: 004937 FRAME: 0517

Mark	Country	Regis. No.	Regis. Date	Goods or Services	Status
RIAK	Madrid Protocol Australia China European Community Japan Korea Russian Federation Switzerland	1044380	07/06/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due 07/06/20
RIAK	Russian Federation MP	1044380	07/06/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 07/06/20
RIAK	Singapore	T1011962E	09/16/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due 09/16/20
RIAK	Switzerland MP	1044380	07/06/10	Computer programs and databases for use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due under Madrid Protocol 07/06/20
RIAK	Taiwan	1460328	06/01/11	Computer programs and databases for general use in managing, processing, storing, retrieving, analyzing and reporting information in Class 9	Renewal due 05/31/21
RIAK	United States	3879059	11/23/10	Downloadable computer programs for use in managing, processing, storing, retrieving, analyzing and reporting information [07/21/09] in Class 9	Section 8 Affidavit due 11/23/16
TRASHO TRADEMARK	Korea MP	976045	09/10/08	Application service provider services featuring software for use in compiling, monitoring, managing and automating information in the fields of sales results, sales performance, sales forecasting, sales coaching and sales force productivity in Class 42	Abandoned per M. Linardos 11/10/09