

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM340513

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CARBONITE, INC.		05/06/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SILICON VALLEY BANK		
Street Address:	275 GROVE STREET, SUITE 2-200		
City:	NEWTON		
State/Country:	MASSACHUSETTS		
Postal Code:	02466		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	3945444	BACK IT UP. GET IT BACK.	
Registration Number:	4161259	BECAUSE YOUR LIFE IS ON YOUR COMPUTER	
Registration Number:	3583942	CARBONITE	
Registration Number:	4207831	CARBONITE	
Registration Number:	3583943	CARBONITE	
Registration Number:	4239253	CARBONITE THE BETTER BACKUP PLAN	
Registration Number:	3799909	PHANFARE	
Registration Number:	3608935	Z	
Registration Number:	3302314	ZMANDA	
Registration Number:	3339700	ZMANDA	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-370-4750		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Brandie Sullivan		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	National Corporate Research, Ltd.		
Address Line 4:	Washington, D.C. 20005		

OP \$265.00 3945444

ATTORNEY DOCKET NUMBER:	F155579
NAME OF SUBMITTER:	Monica Courtade
SIGNATURE:	/Monica Courtade/
DATE SIGNED:	05/06/2015

Total Attachments: 12

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of May 6, 2015 by and between the Grantors listed on the signature page hereto (collectively, the "*Grantor*") and SILICON VALLEY BANK, as administrative agent for the Lenders (in such capacity, the "*Administrative Agent*").

RECITALS

A. Bank and the Lenders have 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 Credit Agreement, dated as of the date herewith, by and among CARBONITE, INC., a Delaware corporation (the "*Borrower*"), the several banks and other financial institutions or entities from time to time parties thereto (each a "*Lender*" and, collectively, the "*Lenders*"), and Administrative Agent (as amended, restated, amended and restated, supplemented, restructured or otherwise modified from time to time, the "*Credit Agreement*"). Unless otherwise specified, capitalized terms used herein are used as defined in the Credit Agreement.

B. In consideration of the agreement by Bank and Lenders to make the Loans to Borrower under the Credit Agreement, Borrower and the other Grantors party thereto have entered into that certain Guarantee and Collateral Agreement in favor of Administrative Agent, dated as of even date herewith (as the same may be amended, modified or supplemented from time to time, the "*Guarantee and Collateral Agreement*").

C. Bank and Lenders are willing to make the Loans to Borrower, but only upon the condition, among others, that Borrower and the Grantors shall grant to Bank a security interest in certain Copyrights, Trademarks, and Patents (in each case, as defined in the Guarantee and Collateral Agreement) to secure the obligations of Borrower under the Credit Agreement and the Guarantee and Collateral Agreement.

D. Pursuant to the terms of the Credit Agreement and the Guarantee and Collateral Agreement, Borrower has granted to Administrative Agent, for the Secured Parties, a security interest in all of such Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its Obligations under the Credit Agreement and Loan Documents, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its Obligations under the Credit Agreement and Loan Documents, Grantor grants and pledges to Administrative Agent a security interest in all of such Grantor's right, title and interest in, to and under its Intellectual Property collateral (including without limitation those Copyrights, Patents, and Trademarks listed on Exhibits A, B, and C hereto), and including

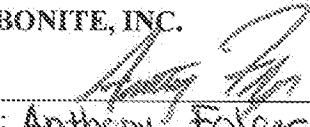
without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

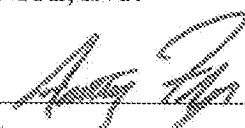
This security interest is granted in conjunction with the security interest granted to Administrative Agent under the Guarantee and Collateral Agreement. The rights and remedies of Administrative Agent with respect to the security interest granted hereby are in addition to those set forth in the Credit Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Administrative Agent provided for herein or in the Credit Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Administrative Agent of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Credit Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Administrative Agent, of any or all other rights, powers or remedies.

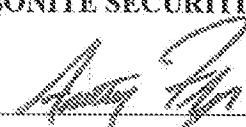
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IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Grantors:
2 Avenue de Lafayette
Boston, Massachusetts 02111
Attention: Cassandra Hudson

Grantors:
CARBONITE, INC.
By: 
Name: Anthony Folger
Title: CFO

CARBONITE, INC.
By: 
Name: Anthony Folger
Title: CFO

CARBONITE SECURITIES CORPORATION
By: 
Name: Anthony Folger
Title: Treasurer

Address of Administrative Agent:

Silicon Valley Bank
275 Grove Street, Suite 2-200
Newton, Massachusetts 02466
Attention: Mr. Will Deevy
Facsimile No.: (617) 969-5973
E-Mail: wdeevy@svb.com

Administrative Agent:

SILICON VALLEY BANK as Administrative Agent

By: Will Deevy
Name: Will Deevy
Title: Vice President

EXHIBIT A

COPYRIGHTS

<u>Grantor</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Registered Owner</u>	<u>Title</u>
None.				

EXHIBIT B

PATENTS

See attached.

Country	Matter Type	Status	Status	Matter Title	Application No.	Application Date	Pat. Reg. No.	Grant/Registration Date	Inventors	Owner Name
United States of America	Patents	Granted		FILE STORAGE SYSTEM TO SUPPORT HIGH DATA RATES	12614080	11/6/2009	8352430	1/6/2013	Robert Myhill, Jeffrey C. Flowers	Carbonite, Inc.
United States of America	Patents	Granted		FILE STORAGE METHOD TO SUPPORT DATA RECOVERY IN THE EVENT OF A MEMORY FAILURE	12614165	11/6/2009	8366430	2/26/2013	Robert Myhill, Mark Rees	Carbonite, Inc.
United States of America	Patents	Granted		BANDWIDTH MANAGEMENT IN A CLIENT/SERVER ENVIRONMENT	12614174	11/6/2009	8296410	10/23/2012	Robert Myhill, Jeffrey C. Flowers	Carbonite, Inc.
United States of America	Patents	Granted		BACKUP AND RESTORE SYSTEM FOR A COMPUTER	112628946	10/29/2007	8117163	2/14/2012	Andrew P. Brown, Jeffrey C. Flowers	Carbonite, Inc.
United States of America	Patents	Pending		LOG FILE MANAGEMENT	12749420	3/29/2010			Mark Rees	Carbonite, Inc.
United States of America	Patents	Expired		METHODS, APPARATUS AND SYSTEMS FOR REMOTE FILE ACCESS	614924536	12/17/2010			Gordon T. Henriksen, Jeffrey C. Flowers	Inventor(s)
United States of America	Patents	Pending		METHODS, APPARATUS AND SYSTEMS FOR SECURELY STORING AND/OR ACCESSING PAYMENT INFORMATION OR OTHER SENSITIVE INFORMATION BASED ON TOKENS	12956989	11/30/2010			Eric J. Galin	Carbonite, Inc.
United States of America	Patents	Pending		METHODS, APPARATUS AND SYSTEMS FOR PROCESSING REMOTE REQUESTS TO ACCESS STORED FILES	13045592	3/11/2011			Gordon T. Henriksen, Jeffrey C. Flowers	Carbonite, Inc.
United States of America	Patents	Granted		METHODS, APPARATUS AND SYSTEMS FOR REMOTE FILE STORAGE USING LOCAL CLIENT STATUS FILES	13045599	3/11/2011	8732479	5/20/2014	Gordon T. Henriksen, Jeffrey C. Flowers	Carbonite, Inc.
United States of America	Patents	Pending		METHODS, APPARATUS AND SYSTEMS FOR DISPLAYING RETRIEVED FILES FROM STORAGE ON A REMOTE USER DEVICE	13046609	3/11/2011			Gordon T. Henriksen, Jeffrey C. Flowers	Carbonite, Inc.
United States of America	Patents	Granted		BACKUP AND RESTORE SYSTEM FOR A COMPUTER	13371797	2/13/2012	8935208	1/13/2015	Andrew P. Brown, Jeffrey C. Flowers	Carbonite, Inc.
United States of America	Patents	Pending	Allowed	DISPLAY SCREEN OR PORTION THEREOF WITH AN ICON	28430761	8/29/2012			Andrew P. Brown, Jeffrey C. Flowers, Jessica Micaaac, David Friend	Carbonite, Inc.
United States of America	Patents	Pending	Published	MANAGING BACKUP SETS BASED ON USER FEEDBACK	13838557	3/29/2010			Andrew P. Brown, Jeffrey C. Flowers, Jessica Micaaac, David Friend	Carbonite, Inc.
United States of America	Patents	Granted		DISCOVERY OF NON-STANDARD FOLDERS FOR BACKUP	13838559	3/29/2010	8935212	1/13/2015	Thomas B. TITCHENER, Robert Ian Morgan	Carbonite, Inc.
United States of America	Patents	Pending	Allowed	RESTORE MANAGER	13839086	4/7/2010			Martyn Roland James Andrew Pater Brown, Jessica Ann Micaaac, Michael Edward Slapp, Robert Ian Morgan	Carbonite, Inc.
United States of America	Patents	Granted		TRANSFER OF USER DATA BETWEEN LOGICAL DATA SITES	13839540	3/26/2010	8818056	8/26/2014	Jeffrey C. Flowers, Jonathan F. Friedlin, Chantalyn K. Goadsby	Carbonite, Inc.
United States of America	Patents	Pending	Published	BANDWIDTH MANAGEMENT IN A CLIENT/SERVER ENVIRONMENT	13831661	9/28/2012			Robert Myhill, Jeffrey C. Flowers	Inventor(s)
United States of America	Patents	Pending		METHODS, APPARATUS AND SYSTEMS FOR SECURELY STORING AND/OR ACCESSING PAYMENT INFORMATION OR OTHER SENSITIVE INFORMATION BASED ON TOKENS	13871178	11/7/2012			Eric J. Galin	Carbonite, Inc.
United States of America	Patents	Expired		SYSTEMS AND METHODS FOR RELIABLE BACKUP OF MEDIA	61742568	12/31/2012			David Friend	Inventor(s)
United States of America	Patents	Expired		SYSTEMS AND METHODS FOR AUTOMATIC SYNCHRONIZATION OF RECENTLY MODIFIED DATA	61747660	12/31/2012			Martyn Roland James Shannon Lee Bain, Christopher Nathan Dodge, Chresten D. Petersen, Yuelian Xu	Carbonite, Inc.
United States of America	Patents	Pending	Published	SYSTEMS AND METHODS FOR AUTOMATIC SYNCHRONIZATION OF RECENTLY MODIFIED DATA	13732626	12/20/13			Martyn Roland James Shannon Lee Bain, Christopher Nathan Dodge, Chresten D. Petersen, Yuelian Xu	Carbonite, Inc.
United States of America	Patents	Pending	Published	SYSTEMS AND METHODS FOR RELIABLE BACKUP OF MEDIA	13778282	3/12/2013			David Friend, Lars Mikkelsen, Cory Mintz, James Speth	Carbonite, Inc.
United States of America	Patents	Pending		SYSTEMS AND METHODS FOR TIME-BASED FOLDER RESTORE	14272823	5/15/2014			Robert Morgan	Carbonite, Inc.


Country	Matter Type	Status	Status	Matter Title	Application No	Application Date	Pat.Reg. No.	Grant/Registration Date	Inventors	Owner Name
United States of America	Patents	Pending	Published	TRANSFER OF USER DATA BETWEEN LOGICAL DATA SITES	14/443863	7/29/2014			Jeffery C. Flowers; Jonathan F. Freidin; Chaitanya K. Godsey	Carbonite, Inc.
United States of America	Patents	Pending	Published	TRANSFER OF USER DATA BETWEEN LOGICAL DATA SITES	14/335678	7/18/2014			Jeffery C. Flowers; Jonathan F. Freidin; Chaitanya K. Godsey	Carbonite, Inc.

EXHIBIT C

TRADEMARKS

See attached.

Country	Matter Type	Status	Mark	Application No.	Application Date	Reg. No.	Grant/Registration Date	Goods / Services	Owner Name
United States of America	Trademarks	Registered	BACK IT UP, GET IT BACK.	771886007	12/4/2009	3943444	4/7/2011	Int. Cl. 9 - Computer software for online backup of computer content; Int. Cl. 42 - Providing online backup of computer content	Carbonite, Inc.
United States of America	Trademarks	Registered	BECAUSE YOUR LIFE IS ON YOUR COMPUTER	85456948	10/26/2011	4161259	6/19/2012	Int. Cl. 39 - Electronic storage of data; Storage services for archiving databases, images and other electronic data; Int. Cl. 42 - Remote online backup of electronic computer data, on-line computer backup services	Carbonite, Inc.
United States of America	Trademarks	Registered	CARBONITE	771174035	5/7/2007	3563942	3/3/2009	Int. Cl. 9 - Computer software for online backup of computer content; Int. Cl. 42 - Providing services and software for online backup of computer content	Carbonite, Inc.
United States of America	Trademarks	Registered	CARBONITE	86517706	1/17/2012	4207831	9/11/2012	Int. Cl. 9 - Downloadable computer software for online backup of computer content; Int. Cl. 42 - Software as a service (SAAS) services featuring software for backing up and archiving electronic data; remote computer backup services; remote online backup of electronic computer data; back-up services for computer hard drive data	Carbonite, Inc.
United States of America	Trademarks	Registered	CARBONITE	771174044	5/7/2007	3563943	3/3/2009	Int. Cl. 9 - Computer software for online backup of computer content; Int. Cl. 42 - Providing online backup of computer content	Carbonite, Inc.
United States of America	Trademarks	Registered	CARBONITE THE BETTER BACKUP PLAN	86517704	1/17/2012	4239253	11/6/2012	Int. Cl. 9 - Downloadable computer software for online backup of computer content; Int. Cl. 42 - Software as a service (SAAS) services featuring software for backing up and archiving electronic data; remote computer backup services; remote online backup of electronic computer data; back-up services for computer hard drive data	Carbonite, Inc.
United States of America	Trademarks	Registered	PHANFARE	771110748	2/19/2007	3799909	6/8/2010	Int. Cl. 42 - Web site hosting services	Carbonite, Inc.
United States of America	Copyrights	Registered	U.S. Copyright for Carbonite Logo Design (Reg. No. VAU-1-019-417 / Author: Resonata Communications LLC) / Carbonite Lock Logo (Reg. No. VA-1-765-740 / Author: Leah Bird) / Carbonite End User License Agreement (Reg. No. TX-7-424-674 / Author: Carbonite, Inc.)			TX-7-424-674	7/26/2011	N/A	Carbonite, Inc.

Country	Matter Type	Status	Mark	Application No.	Application Date	Reg. No.	Grant/Registration Date	Goods / Services	Owner Name
United States of America	Trademarks	Registered		78904720	6/9/2006	3608935	4/27/2009	Int. Cl. 42 - Computer software design for others; computer consultation; computer diagnostic services; computer software diagnostic services; computer systems analysis; installation, maintenance, and updating of computer software; technical support services, namely, troubleshooting of computer hardware and software problems via telephone and e-mail; computer configuration services, namely, configuring operating system software to provide specific functions, namely, firewall, print server, file server, web server and database functions; computer programming for others; computer consulting in the fields of performance measurement, benchmarking and capacity planning services for computer networks delivered over a global computer network; providing information on computer hardware, software and software design, programming, and debugging techniques over a global computer network	ZMANDA, INC.
United States of America	Trademarks	Registered	ZMANDA	78904707	6/9/2006	3302314	10/2/2007	Int. Cl. 42 - Computer software design for others; computer consultation; computer diagnostic services; computer software diagnostic services; computer systems analysis; installation, maintenance, and updating of computer software; technical support services, namely, troubleshooting of computer hardware and software problems via telephone and e-mail; computer configuration services, namely, configuring operating system software to provide specific functions, namely, firewall, print server, file server, web server and database functions; computer programming for others; computer consulting in the fields of performance measurement, benchmarking and capacity planning services for computer networks delivered over a global computer network; providing information on computer hardware, software and software design, programming, and debugging techniques over a global computer network	ZMANDA, INC.

Country	Matter Type	Status	Mark	Application No.	Application Date	Reg. No.	Grant/Registration Date	Goods / Services	Owner Name
United States of America	Trademarks	Registered	ZMANDA	78904727	6/9/2006	3339700	11/20/2007	Int. Cl. 9 - Computer software, namely, computer programs for operating systems, computer programs for system administration, computer programs for network administration services delivered over a global computer network, namely, software used to provide software maintenance, updates and enhancements and software used to provide network security maintenance, updates and enhancements and software used for managing network assets; computer software used for performance measurement, benchmarking and capacity planning of computer networks; computer software to facilitate on-line commercial transactions, namely, software to perform verifications of credit card and other types of non-cash transactions over a global computer network; computer software for use in development, modification, debugging, troubleshooting, enhancement of speed and stability of computer systems; profiling and simulation of software; computer software and computer hardware for host and embedded microprocessor systems for use in development, modification, debugging, troubleshooting, performance enhancement, profiling and simulation of software; embedded system computer hardware, real-time system computer hardware and computer	ZMANDA, INC.

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