

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM345734

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PEERLESS NETWORK, INC.		06/18/2015	CORPORATION: DELAWARE
PEERLESS NETWORK OF ALABAMA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: ALABAMA
PEERLESS NETWORK OF ARIZONA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: ARIZONA
PEERLESS NETWORK OF ARKANSAS, LLC		06/18/2015	LIMITED LIABILITY COMPANY: ARKANSAS
PEERLESS NETWORK OF CALIFORNIA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: CALIFORNIA
PEERLESS NETWORK OF COLORADO, LLC		06/18/2015	LIMITED LIABILITY COMPANY: COLORADO
PEERLESS NETWORK OF CONNECTICUT, LLC		06/18/2015	LIMITED LIABILITY COMPANY: CONNECTICUT
PEERLESS NETWORK OF THE DISTRICT OF COLUMBIA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: D.C.
PEERLESS NETWORK OF DELAWARE, LLC		06/18/2015	LIMITED LIABILITY COMPANY: DELAWARE
PEERLESS NETWORK OF FLORIDA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: FLORIDA
PEERLESS NETWORK OF GEORGIA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: GEORGIA
PEERLESS NETWORK OF HAWAII, LLC		06/18/2015	LIMITED LIABILITY COMPANY: HAWAII
PEERLESS NETWORK OF IDAHO, LLC		06/18/2015	LIMITED LIABILITY COMPANY: IDAHO
PEERLESS NETWORK OF ILLINOIS, LLC		06/18/2015	LIMITED LIABILITY COMPANY: ILLINOIS
PEERLESS NETWORK OF INDIANA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: INDIANA
PEERLESS NETWORK OF IOWA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: IOWA
PEERLESS NETWORK OF KANSAS, LLC		06/18/2015	LIMITED LIABILITY COMPANY: KANSAS
PEERLESS NETWORK OF KENTUCKY, LLC		06/18/2015	LIMITED LIABILITY COMPANY: KENTUCKY
PEERLESS NETWORK OF LOUISIANA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: LOUISIANA
TRADEMARK			

OP \$140.00 86257740

Name	Formerly	Execution Date	Entity Type
PEERLESS NETWORK OF MAINE, LLC		06/18/2015	LIMITED LIABILITY COMPANY: MAINE
PEERLESS NETWORK OF MARYLAND, LLC		06/18/2015	LIMITED LIABILITY COMPANY: MARYLAND
PEERLESS NETWORK OF MASSACHUSETTS, LLC		06/18/2015	LIMITED LIABILITY COMPANY: MASSACHUSETTS
PEERLESS NETWORK OF MICHIGAN, LLC		06/18/2015	LIMITED LIABILITY COMPANY: MICHIGAN
PEERLESS NETWORK OF MINNESOTA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: MINNESOTA
PEERLESS NETWORK OF MISSISSIPPI, LLC		06/18/2015	LIMITED LIABILITY COMPANY: MISSISSIPPI
PEERLESS NETWORK OF MISSOURI, LLC		06/18/2015	LIMITED LIABILITY COMPANY: MISSOURI
PEERLESS NETWORK OF MONTANA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: MONTANA
PEERLESS NETWORK OF NEBRASKA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: NEBRASKA
PEERLESS NETWORK OF NEVADA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: NEVADA
PEERLESS NETWORK OF NEW HAMPSHIRE, LLC		06/18/2015	LIMITED LIABILITY COMPANY: NEW HAMPSHIRE
PEERLESS NETWORK OF NEW JERSEY, LLC		06/18/2015	LIMITED LIABILITY COMPANY: NEW JERSEY
PEERLESS NETWORK OF NEW MEXICO, LLC		06/18/2015	LIMITED LIABILITY COMPANY: NEW MEXICO
PEERLESS NETWORK OF NEW YORK, LLC		06/18/2015	LIMITED LIABILITY COMPANY: NEW YORK
PEERLESS NETWORK OF NORTH CAROLINA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: NORTH CAROLINA
PEERLESS NETWORK OF NORTH DAKOTA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: NORTH DAKOTA
PEERLESS NETWORK OF OHIO, LLC		06/18/2015	LIMITED LIABILITY COMPANY: OHIO
PEERLESS NETWORK OF OKLAHOMA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: OKLAHOMA
PEERLESS NETWORK OF OREGON, LLC		06/18/2015	LIMITED LIABILITY COMPANY: OREGON
PEERLESS NETWORK OF PENNSYLVANIA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: PENNSYLVANIA
PEERLESS NETWORK OF RHODE ISLAND, LLC		06/18/2015	LIMITED LIABILITY COMPANY: RHODE ISLAND
PEERLESS NETWORK OF SOUTH CAROLINA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: SOUTH

TRADEMARK

Name	Formerly	Execution Date	Entity Type
			CAROLINA
PEERLESS NETWORK OF SOUTH DAKOTA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: SOUTH DAKOTA
PEERLESS NETWORK OF TENNESSEE, LLC		06/18/2015	LIMITED LIABILITY COMPANY: TENNESSEE
PEERLESS NETWORK OF TEXAS, LLC		06/18/2015	LIMITED LIABILITY COMPANY: TEXAS
PEERLESS NETWORK OF UTAH, LLC		06/18/2015	LIMITED LIABILITY COMPANY: UTAH
PEERLESS NETWORK OF VERMONT, LLC		06/18/2015	LIMITED LIABILITY COMPANY: VERMONT
PEERLESS NETWORK OF VIRGINIA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: VIRGINIA
PEERLESS NETWORK OF WASHINGTON, LLC		06/18/2015	LIMITED LIABILITY COMPANY: WASHINGTON
PEERLESS NETWORK OF WISCONSIN, LLC		06/18/2015	LIMITED LIABILITY COMPANY: WISCONSIN
PEERLESS NETWORK OF WEST VIRGINIA, LLC		06/18/2015	LIMITED LIABILITY COMPANY: WEST VIRGINIA
PEERLESS NETWORK OF WYOMING, LLC		06/18/2015	LIMITED LIABILITY COMPANY: WYOMING
PEERLESS ENTERPRISE CLOUD SERVICES, LLC		06/18/2015	LIMITED LIABILITY COMPANY: DELAWARE
PEERLESS NETWORK REAL ESTATE HOLDINGS, LLC		06/18/2015	LIMITED LIABILITY COMPANY: DELAWARE
PEERLESS CHICAGO DATACENTER, LLC		06/18/2015	LIMITED LIABILITY COMPANY: DELAWARE
PEERLESS ATLANTA DATA CENTER, LLC		06/18/2015	LIMITED LIABILITY COMPANY: DELAWARE
AIRUS CLOUD COMMUNICATIONS, LLC		06/18/2015	LIMITED LIABILITY COMPANY: DELAWARE
AIRUS, INC.		06/18/2015	CORPORATION: DELAWARE
AIRUS VIRGINIA, INC.		06/18/2015	CORPORATION: VIRGINIA
WAVENATION, LLC		06/18/2015	LIMITED LIABILITY COMPANY: COLORADO

RECEIVING PARTY DATA

Name:	ESCALATE CAPITAL PARTNERS SBIC III, LP
Street Address:	300 WEST SIXTH STREET, SUITE 2230
City:	AUSTIN
State/Country:	TEXAS
Postal Code:	78701
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	86257740	AIRUS TELECOM
Serial Number:	86257632	AIRUS
Serial Number:	85913671	SIMPLIFYING HOW NETWORKS, DEVICES AND PE
Serial Number:	77169096	PEERLESS NETWORK
Serial Number:	86458577	WAVENATION

CORRESPONDENCE DATA

Fax Number: 2149326499

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.

Phone: 214-932-6400

Email: sshernandez@mcguirewoods.com

Correspondent Name: NAM H. HUYNH

Address Line 1: 2000 MCKINNEY AVENUE, SUITE 1400

Address Line 4: DALLAS, TEXAS 75201

ATTORNEY DOCKET NUMBER: 2067509-0037

NAME OF SUBMITTER: Nam H. Huynh

SIGNATURE: /Nam H. Huynh/

DATE SIGNED: 06/24/2015

Total Attachments: 16

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of June 18, 2015 by and among Peerless Network, Inc., a Delaware corporation (“*Peerless*”), those Subsidiaries of Peerless signatory hereto (together with Peerless, jointly and severally, each a “*Borrower*” and collectively, the “*Borrowers*”), and ESCALATE CAPITAL PARTNERS SBIC III, LP, a Delaware limited partnership (“*Lender*”).

RECITALS

Lender has agreed to make certain advance of money and to extend certain financial accommodations to Borrowers under that certain Loan and Security Agreement by and among Lender and Borrowers dated of even date herewith (as amended, restated, or otherwise modified from time to time, the “*Loan Agreement*”). Capitalized terms used herein are used as defined in the Loan Agreement. Pursuant to the terms of the Loan Agreement, each Borrower has granted to Lender a security interest in its personal property.

NOW, THEREFORE, each Borrower agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Borrowers and Lender, each Borrower grants to Lender a security interest in all of such Borrower’s right, title and interest in, its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B, and C hereto) and 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. Each Borrower represents and warrants that Schedules A, B, and C attached hereto set forth any and all intellectual property rights in connection to which such Borrower has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office or any other agency of any state or country responsible for the registration of any patent, trademark, copyright, or similar protection, as applicable. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

[Signature pages follow.]

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.

BORROWERS:

PEERLESS NETWORK, INC.,
a Delaware corporation

By: 

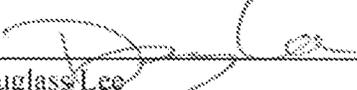
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF ALABAMA, LLC,
an Alabama limited liability company

By: 

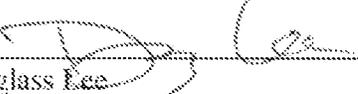
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF ARIZONA, LLC,
an Arizona limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF ARKANSAS, LLC,
an Arkansas limited liability company

By: 

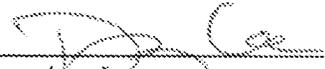
Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF CALIFORNIA,
LLC,** a California limited liability company

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF COLORADO,
LLC, a Colorado limited liability company**

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF CONNECTICUT,
LLC, a Connecticut limited liability company**

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF THE DISTRICT
OF COLUMBIA, LLC, a District of Columbia
limited liability company**

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF DELAWARE,
LLC, a Delaware limited liability company**

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF FLORIDA, LLC, a
Florida limited liability company**

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF GEORGIA, LLC, a
Georgia limited liability company**

By: 

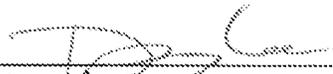
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF HAWAII, LLC, a
Hawaii limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF IDAHO, LLC, an
Idaho limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF ILLINOIS, LLC,
an Illinois limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF INDIANA, LLC, an
Indiana limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF IOWA, LLC, an
Iowa limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF KANSAS, LLC, a
Kansas limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF KENTUCKY, LLC, a Kentucky limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF LOUISIANA, LLC, a Louisiana limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF MAINE, LLC, a Maine limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF MARYLAND, LLC, a Maryland limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF MASSACHUSETTS, LLC, a Massachusetts limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF MICHIGAN, LLC, a Michigan limited liability company

By: 

Douglass Lee
Chief Financial Officer

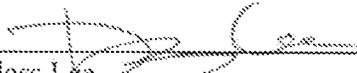
PEERLESS NETWORK OF MINNESOTA, LLC, a Minnesota limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF MISSISSIPPI, LLC, a Mississippi limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF MISSOURI, LLC, a Missouri limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF MONTANA, LLC, a Montana limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF NEBRASKA, LLC, a Nebraska limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF NEVADA, LLC, a Nevada limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF NEW HAMPSHIRE, LLC, a New Hampshire limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF NEW JERSEY, LLC, a New Jersey limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF NEW MEXICO, LLC, a New Mexico limited liability company

By: 
Douglass Lee
Chief Financial Officer

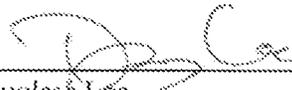
PEERLESS NETWORK OF NEW YORK, LLC, a New York limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF NORTH CAROLINA, LLC, a North Carolina limited liability company

By: 
Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF NORTH
DAKOTA, LLC**, a North Dakota limited liability
company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF OHIO, LLC, an
Ohio limited liability company

By: 

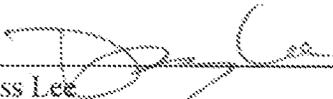
Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF OKLAHOMA,
LLC**, an Oklahoma limited liability company

By: 

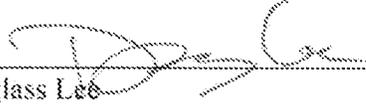
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF OREGON, LLC,
an Oregon limited liability company

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF PENNSYLVANIA,
LLC**, a Pennsylvania limited liability company

By: 

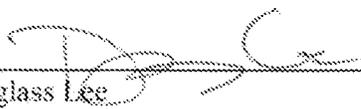
Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF RHODE ISLAND,
LLC**, a Rhode Island limited liability company

By: 

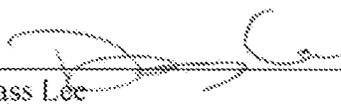
Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF SOUTH
CAROLINA, LLC**, a South Carolina limited
liability company

By: 

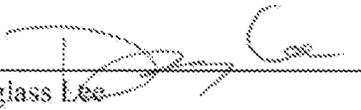
Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF SOUTH DAKOTA,
LLC**, a South Dakota limited liability company

By: 

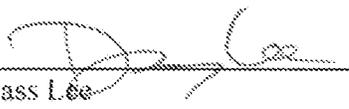
Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF TENNESSEE,
LLC**, a Tennessee limited liability company

By: 

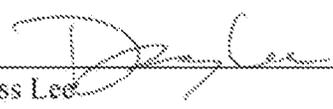
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF TEXAS, LLC, a
Texas limited liability company

By: 

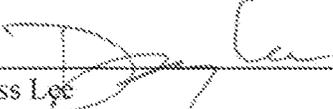
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF UTAH, LLC, a
Utah limited liability company

By: 

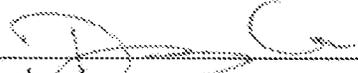
Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF VERMONT, LLC,
a Vermont limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF VIRGINIA, LLC, a
Virginia limited liability company

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF WASHINGTON,
LLC,** a Washington limited liability company

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF WISCONSIN,
LLC,** a Wisconsin limited liability company

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS NETWORK OF WEST VIRGINIA,
LLC,** a West Virginia limited liability company

By: 

Douglass Lee
Chief Financial Officer

PEERLESS NETWORK OF WYOMING, LLC,
a Wyoming limited liability company

By: 

Douglass Lee
Chief Financial Officer

**PEERLESS ENTERPRISE CLOUD
SERVICES, LLC,** a Delaware limited liability
company

By: 

Douglass Lee
Chief Financial Officer

Signature Page to Intellectual Property Security Agreement

TRADEMARK
REEL: 005560 FRAME: 0215

PEERLESS NETWORK REAL ESTATE HOLDINGS, LLC, a Delaware limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS CHICAGO DATACENTER, LLC, a Delaware limited liability company

By: 
Douglass Lee
Chief Financial Officer

PEERLESS ATLANTA DATA CENTER, LLC, a Delaware limited liability company

By: 
Douglass Lee
Chief Financial Officer

AIRUS CLOUD COMMUNICATIONS, LLC, a Delaware limited liability company

By: 
Douglass Lee
Chief Financial Officer

AIRUS, INC., a Delaware corporation

By: 
Douglass Lee
Chief Financial Officer

AIRUS VIRGINIA, INC., a Virginia corporation

By: 
Douglass Lee
Chief Financial Officer

WAVENATION, LLC, a Colorado limited liability company

By: 

Douglas Lee
Chief Financial Officer

Signature Page to Intellectual Property Security Agreement

TRADEMARK
REEL: 005560 FRAME: 0217

Address of Lender:

300 West Sixth Street, Suite 2230
Austin, Texas 78701

LENDER:

ESCALATE CAPITAL PARTNERS SBIC III, LP,
a Delaware limited partnership

By: Escalate SBIC Capital Management III,
LLC, its general partner

By: 
Name: Ross Lockman
Title: MANAGER

SCHEDULE A
Copyrights

None.

SCHEDULE B
Patents

SERIAL NO.	FILING DATE	PUBL. NO.	PUBL. DATE	PATENT NO.	ISSUE DATE	APPLICANT
13/783,994	03/04/2013	2013/0177014	07/11/2013	9,036,625	05/19/2015	PEERLESS NETWORK, INC.
13/598,710	08/30/2012	2012/0320907	12/20/2012	8,559,614	10/15/2013	PEERLESS NETWORK, INC.
13/589,648	08/20/2012	2012/0314701	12/13/2012	8,792,478	07/29/2014	PEERLESS NETWORK, INC.
13/453,637	04/23/2012			8,983,507	03/17/2015	PEERLESS NETWORK, INC.
12/469,500	05/20/2009			8,401,166	03/19/2013	PEERLESS NETWORK, INC.
12/469,454	05/20/2009			8,284,765	10/09/2012	PEERLESS NETWORK, INC.
12/469,511	05/20/2009			8,275,112	09/25/2012	PEERLESS NETWORK, INC.

SCHEDULE C
Trademarks

WORD MARK	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	OWNER (APPLICANT)
AIRUS TELECOM	86/257,740	04/21/2014			AIRUS, INC.
AIRUS	86/257,632	04/21/2014			AIRUS, INC.
SIMPLIFYING HOW NETWORKS, DEVICES AND PEOPLE CONNECT	85/913,671	04/24/2013			PEERLESS NETWORK, INC.
PEERLESS NETWORK	77/169,096	04/30/2007	3399296	03/18/2008	PEERLESS NETWORK, INC.
WAVENATION	86/458,577	11/19/2014			WAVENATION, LLC