

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM442422

| | | | |
|---|-------------------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Scale Computing, Inc. | | 09/07/2017 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | BET Associates III, LLC | | |
| Street Address: | 250 Gibraltar Road | | |
| City: | Horsham | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 19044 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3786454 | SCALE COMPUTING | |
| Registration Number: | 4210728 | ICOS | |
| Registration Number: | 4210721 | ICOS TECHNOLOGY | |
| Registration Number: | 4032906 | VINO & VIRTUALIZATION | |
| Registration Number: | 4450405 | HC3 | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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> | | | |
| Email: | michael.barys@clarivate.com | | |
| Correspondent Name: | Angeliki Yannaris | | |
| Address Line 1: | 1835 Market Street | | |
| Address Line 2: | Suite 1400 | | |
| Address Line 4: | Philadelphia, PENNSYLVANIA 19103 | | |
| NAME OF SUBMITTER: | Angeliki Yannaris | | |
| SIGNATURE: | /Michael Barys/ | | |
| DATE SIGNED: | 09/08/2017 | | |
| Total Attachments: 12 | | | |
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of September 7, 2017 by and between BET ASSOCIATES III, LLC, a Delaware limited liability company ("*Lender*"), and SCALE COMPUTING, INC., a Delaware corporation ("*Grantor*").

RECITALS

A. Lender has agreed to make certain advances of money and to extend certain financial accommodations to Grantor in the amounts and manner set forth in that certain Loan and Security Agreement by and between Lender and Grantor dated as of even date hereof (as the same may be amended, modified or supplemented from time to time, the "*Loan Agreement*"; capitalized terms used herein are used as defined in the Loan Agreement).

B. Lender is willing to extend and to continue to extend financial accommodations to Grantor, but only upon the condition, among others, that Grantor shall grant to Lender a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

C. Pursuant to the terms of the Loan Agreement, Grantor has granted to Lender a security interest in all of 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 Loan Agreement and all other agreements now existing or hereafter arising between Grantor and Lender, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Lender and Grantor, Grantor grants and pledges to Lender a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), and all derivatives and improvements thereof, 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 Lender under the Loan Agreement. The rights and remedies of Lender with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Lender as a matter of law or equity. Each right, power and remedy of Lender provided for herein or in the Loan 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 Lender of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan 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 Lender, of any or all other rights, powers or remedies.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

SIGNATURE PAGE FOLLOWS

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.

GRANTOR:

Address of Grantor:

Suite E
525 S. Meridian Street
Indianapolis, IN 46225

SCALE COMPUTING, INC.

By:  _____

Name: Thomas S. Henry

Title: CFO, Scale Computing, Inc.

LENDER:

Address of Lender:

250 Gibraltar Road
Horsham, PA 19044

BET ASSOCIATES III, LLC

By: _____

Name: Douglas Topkis

Title: Member

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.

GRANTOR:

Address of Grantor:

Suite E
525 S. Meridian Street
Indianapolis, IN 46225

SCALE COMPUTING, INC.

By: _____

Name: _____

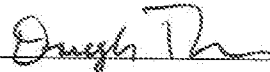
Title: _____

LENDER:

Address of Lender:

250 Gibraltar Road
Horsham, PA 19044

BET ASSOCIATES III, LLC

By: 

Name: Douglas Topkis

Title: Member

EXHIBIT A
COPYRIGHTS

| <u>Description</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|--------------------|--------------------------------|------------------------------|
| NONE. | | |
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| | | |
| | | |

**EXHIBIT B
PATENTS**

| No. | File Date | Attorney | Application Number | Attorney ID | Previous Attorney IDs | Name | Authors | Patent # | Status |
|-----|------------|------------|--------------------|-------------|------------------------|--|--|----------|--|
| 1 | 02/17/2011 | Swernofsky | 13/029,872 | SCL 02 | 313.1001.01 / P 231957 | Condition Detection and Reporting in Complex Systems | Philip White | 8639971 | issued |
| 2 | 07/15/2011 | Swernofsky | 13/183,898 | SCL 04 | 313.1004.01 / P 231966 | Distributed Test Suite Tools | Philip White, Michael McLaughlin | | notice of allowance |
| 3 | 07/15/2011 | Swernofsky | 13/184,283 | SCL 05 | 313.1005.01 / P 231967 | Distributed Dynamic System Configuration | Philip White | 8949305 | issued |
| 4 | 05/23/2013 | Swernofsky | 13/901,325 | SCL 06 | P 233005 | Unified Hypervisor and Distributed Fault-Tolerant Storage | Jason Collier, Scott Loughmiller, Mike Olson | | A non-final Office Action was entered on 2/13/2015 and we intend to respond to it by 6/13/2015 |
| 5 | 03/15/2013 | Swernofsky | 13/841,059 | SCL 11 | P 235196 | Virtual Machine Resource Display | Scott Loughmiller / Tim Ritchey | | A final Office Action was entered on 3/17/2015 and we intend to respond to it by 6/17/2015. |
| 6 | 03/15/2013 | Swernofsky | 13/841,212 | SCL 12 | P 235194 | Transferring Virtual Machines and Resource Localization in a Distributed Fault-Tolerant System | Scott Loughmiller | | A notice of allowance was mailed in this case on 3/2/2015. We sent in the issue fee will file a continuation to preserve your rights in this case by 7/2/2015. |
| 7 | 05/23/2013 | Swernofsky | 13/841,748 | SCL 13 | P 235195 | Virtual Machine Automated Selection | Scott Loughmiller | | A non-final Office Action was entered on |

B-1

| No. | File Date | Attorney | Application Number | Attorney ID | Previous Attorney IDs | Name | Authors | Patent # | Status |
|-----|------------|------------|--------------------|-------------|-----------------------|---|---|----------|---|
| 8 | 03/15/2013 | Swernofsky | 29/450,081 | SCL 21 | P 238348 | Cluster Computer Display 1 | Tim Ritchey | | 5/11/2015. We plan to respond by 8/11/2015. A final Office Action was entered on 2/11/2015. We plan to respond by 6/11/2015. |
| 9 | 03/15/2013 | Swernofsky | 29/450,089 | SCL 22 | P 238350 | Cluster Computer Display 3 | Tim Ritchey | | A final Office Action was entered on 2/10/2015. We plan to respond by 6/10/2015. |
| 10 | 03/15/2013 | Swernofsky | 29/450,098 | SCL 23 | P 238370 | Cluster Computer Display 3 | Tim Ritchey | | A final Office Action was entered on 2/9/2015. We plan to respond by 7/9/2015. |
| 11 | 11/26/2013 | Swernofsky | 61/909,118 | SCL 27 | | Re-Duplication of De-Duplicated Files in a Fault-Tolerant Distributed Cluster | Philip White, Scott Loughmiller | | Formal documents and fees will be due shortly. |
| 12 | 11/26/2013 | Swernofsky | 61/909,301 | SCL 28 | | Resource Management in a Virtual Machine Cluster (Jigsaw) | Aaron Pegel, Nate Hardt | | Formal documents and fees will be due shortly. |
| 13 | 11/26/2013 | Swernofsky | 61/909,336 | SCL 29 | | Zero Memory Buffer Copying in a Reliable Distributed Computing System | Philip White | | Formal documents and fees will be due shortly. |
| 14 | 11/26/2013 | Swernofsky | 61/909,342 | SCL 31 | | Virtual Devices in a Reliable Distributed Computing System | Philip White, Scott Loughmiller | | Formal documents and fees will be due shortly. |
| 15 | 11/26/2013 | Swernofsky | 61/909,344 | SCL 32 | | Unanticipated Operational Requirements in a Reliable Distributed | Nate Hardt, Philip White, Scott Loughmiller | | Formal documents and fees will be due shortly. |



B-2

PHIL 619346v.4

| No. | File Date | Attorney | Application Number | Attorney ID | Previous Attorney IDs | Name | Authors | Patent # | Status |
|-----|------------|------------|--------------------|-------------|-----------------------|---|---|----------|--|
| 16 | 11/26/2013 | Swernofsky | 61/909,365 | SCL 34 | | Recovery After Data Loss in a Reliable Distributed Computing System | Nate Hardt, Philip White, Scott Loughmiller | | Formal documents and fees will be due shortly. |
| 17 | 11/26/2013 | Swernofsky | 61/909,352 | SCL 35 | P 241388 | Metadata Caches in a Reliable Distributed Computing System | Nate Hardt, Philip White, Scott Loughmiller | | Formal documents and fees will be due shortly. |
| 18 | 11/26/2013 | Swernofsky | 61/909,356 | SCL 36 | | Remote Latency in a Reliable Distributed Computing System | Nate Hardt, Philip White, Scott Loughmiller | | Formal documents and fees will be due shortly. |
| 19 | 11/25/2014 | Swernofsky | 62/123,740 | SCL 37 | | Reliable independent Block Engine and State Machine Placement Engine (Placement Spec) | Nate Hardt, Philip White, Scott Loughmiller | | Formal documents and fees will be due shortly. |
| 20 | 03/28/2014 | Loker | 14/619,318 | SCALP001 | | Shared Reference Counters | Philip White, Hank Hsieh | | |
| 21 | 06/27/2014 | Loker | 14/318,414 | SCALP002 | | Efficient Migration of VSDs to a Remote Node | Philip White, Scott Loughmiller | | |
| 22 | 06/30/2014 | Loker | 14/320,427 | SCALP003 | | | Philip White, Scott Loughmiller | | |

EXHIBIT C

TRADEMARKS

| BGD REF. | MARK | REG. NO. | FILE DATE | REG. DATE | GOODS/SERVICE | STATUS |
|-----------------|---|---------------------------|------------|------------|---|------------|
| 621811 91237 | US TM – SCALE COMPUTING (stylized)  | 3,786,454 Supplemental | 09/02/2009 | 05/04/2010 | Class 042 - Developing computer hardware and software, providing computer hardware, namely, computer rental for data protection and storage and providing temporary use of non-downloadable computer software for data protection and storage | Registered |
| 93051 | US TM – ICOS (word mark) | 4,210,728 Principal | 12/09/2010 | 09/18/2012 | Class 009 -Computer storage devices, namely, storage subsystems for storage and backup of electronic data that incorporate a data storage operating system | Registered |
| 93052 | US TM – ICOS TECHNOLOGY (& design)  | 4,210,721 Principal | 12/07/2010 | 09/18/2012 | Class 009 - Computer storage devices, namely, storage subsystems for storage and backup of electronic data that incorporate a data storage operating system | Registered |
| 93417 | US TM – VINO AND VIRTUALIZATION (word mark) | 4,032,906 Supplemental | 12/21/2010 | 09/27/2011 | Class 041 -Educational services, namely, conducting conferences in the field of computer data storage and server resource management technology | Registered |
| 100003 | US TM – HC3 (word mark) | 4,450,405 Principal | 03/05/2013 | 12/17/2013 | Class 009 - Computer operating systems for integrating computer servers, electronic storage and virtualization into one system; | Registered |

C-1

| BGD REF. 621811. | MARK | REG. NO. | FILE DATE | REG. DATE | GOODS/SERVICE | STATUS |
|---------------------|---|----------|--------------|--------------|---|------------|
| | | | | | computer hardware and software for delivering a virtualization platform that integrates computer servers, electronic storage and virtualization into one appliance | |
| 100004 | US TM – HC3x (Logo) | | | | | Unfiled |
| 100006 | US TM – SCALE COMPUTING (word mark) | | | | | Unfiled |
| 100007 | JAPAN TM – SCALE COMPUTING (word mark) | | | | | Unfiled |
| 100008 | UAE TM – SCALE COMPUTING (word mark) | | | | | Unfiled |
| 100009 | EU/CTM TM – SCALE COMPUTING (word mark) | | | | | Unfiled |
| 100010 | EU/CTM TM – HC3 (word mark) | 12116414 | 09/05/2013 | 01/28/2014 | Class 009 - A hyperconverged virtual IT infrastructure platform that seamlessly combines servers, storage, and virtualization into a single system to enable easy deployment and management of virtual servers and desktops; computer hardware and software; computer operating systems for integrating computer servers, electronic storage and virtualization into one system; computer hardware and software for delivering a virtualization platform that integrates computer servers, electronic storage and virtualization into one appliance | Registered |

| BGD REF. 621811. | MARK | REG. NO. | FILE DATE | REG. DATE | GOODS/SERVICE | STATUS |
|---------------------|-----------------|------------|------------|------------|---|------------|
| 100011 | JAPAN TM -- HC3 | 69435/2013 | 09/05/2013 | N/A | Class 009 - Computer operating systems for integrating computer servers, electronic storage and virtualization into one system; computer hardware and software for delivering a virtualization platform that integrates computer servers, electronic storage and virtualization into one appliance; telecommunication machines and apparatus; electronic machines, apparatus and their parts. | Abandoned |
| 100012 | UAE TM -- HC3 | 197540 | 09/05/2013 | 07/23/2014 | Class 009 - Computer operating systems for integrating computer servers, electronic storage and virtualization into one system; computer hardware and software for delivering a virtualization platform that integrates computer servers, electronic storage and virtualization into one appliance | Registered |

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Scale Computing, Inc.

- Individual(s)
- Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) _____

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: BET Associates III, LLC

Street Address: 250 Gibraltar Road

City: Horsham

State: Pennsylvania

Country: USA Zip: 19044

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other LLC Citizenship Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See attached

B. Trademark Registration No.(s)

See attached

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See attached

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Angeliki Yannaris

Internal Address: Suite 1400

Street Address: 1835 Market Street

City: Philadelphia

State: Pennsylvania Zip: 19044

Phone Number: 215 320 3422

Docket Number: _____

Email Address: ayannaris@kfsr.com

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature: Angeliki Yannaris
Signature

September 8, 2017

Date

Angeliki Yannaris
Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450