

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM454737

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Datapipe, Inc.		12/14/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Citibank, N.A., as Collateral Agent		
Street Address:	388 Greenwich Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 44			
Property Type	Number	Word Mark	
Registration Number:	3404027	DATAPIPE	
Registration Number:	4123923	DATAPIPE	
Registration Number:	4363802	DATAPIPE	
Registration Number:	4571442	DATAPIPE	
Registration Number:	3856337	DATAPIPE	
Registration Number:	3856349	DATAPIPE	
Registration Number:	4173723	DATAPIPE	
Registration Number:	4141475	DATAPIPE GREEN	
Registration Number:	4960971	DATAPIPE HYBRID CLOUD CONNECT	
Registration Number:	4141476	DATAPIPE MANAGED CLOUD	
Registration Number:	4978761	DATAPIPE MANAGED HYBRID CLOUD CONNECT	
Registration Number:	4632652	DATAPIPE ONE	
Registration Number:	4716827	DATAPIPE STRATOSPHERE	
Registration Number:	4716828	DATAPIPE STRATOSPHERE	
Registration Number:	4716829	DATAPIPE STRATOSPHERE	
Registration Number:	4716830	DATAPIPE STRATOSPHERE	
Registration Number:	5040549	DATAPIPE THE TRUSTED GUIDE FOR YOUR CLOU	
Registration Number:	4286497	DATAPIPE THIS IS YOUR CLOUD	
Registration Number:	4463000	DATAPIPE YOUR CLOUD	

OP \$1115.00 3404027

Property Type	Number	Word Mark
Registration Number:	4286502	DATAPIPE YOUR CLOUD MANAGED
Registration Number:	3809691	DATAPIPE YOUR COMPETITIVE EDGE
Registration Number:	3826385	DATAPIPE YOUR COMPETITIVE EDGE
Registration Number:	4314443	E STRATOSPHERE
Serial Number:	87460898	IMPELLENT
Serial Number:	87461151	IMPELLENTAPP
Serial Number:	87461239	IMPELLENTAPP PLATFORM
Serial Number:	77044548	LAYERED TECH
Serial Number:	78563854	LAYERED TECHNOLOGIES
Serial Number:	87231630	MICAROS
Serial Number:	76675488	OPERATIONAL EMPATHY
Serial Number:	77554709	39
Serial Number:	77855432	STRATOSPHERE
Registration Number:	4176002	STRATOSPHERE
Registration Number:	4724768	STRATOSPHERE
Registration Number:	5324607	STRATOSPHERE
Registration Number:	4179798	STRATOSPHERE REACH BEYOND THE CLOUD
Registration Number:	4176003	STRATOSPHERE REACH BEYOND THE CLOUD
Registration Number:	4115833	THIS IS YOUR CLOUD
Registration Number:	5227399	TREBUCHET
Registration Number:	4314444	V STRATOSPHERE
Registration Number:	4115861	YOUR CLOUD MANAGED
Registration Number:	3826386	YOUR COMPETITIVE EDGE
Registration Number:	3854776	YOUR COMPETITIVE EDGE
Registration Number:	4185126	YOUR ENTERPRISE VIRTUALIZED

CORRESPONDENCE DATA

Fax Number:

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.

Email: michael.violet@wolterskluwer.com

Correspondent Name: Michael Violet

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Doris Ka
SIGNATURE:	/Doris Ka/
DATE SIGNED:	12/15/2017

Total Attachments: 9

source=Drake - Datapipe.Citibank Security Interest in Trademarks#page1.tif
source=Drake - Datapipe.Citibank Security Interest in Trademarks#page2.tif
source=Drake - Datapipe.Citibank Security Interest in Trademarks#page3.tif
source=Drake - Datapipe.Citibank Security Interest in Trademarks#page4.tif
source=Drake - Datapipe.Citibank Security Interest in Trademarks#page5.tif
source=Drake - Datapipe.Citibank Security Interest in Trademarks#page6.tif
source=Drake - Datapipe.Citibank Security Interest in Trademarks#page7.tif
source=Drake - Datapipe.Citibank Security Interest in Trademarks#page8.tif
source=Drake - Datapipe.Citibank Security Interest in Trademarks#page9.tif

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):

Datapipe, Inc.

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

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) December 14, 2017

- 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: Citibank, N.A., as Collateral Agent

Street Address: 388 Greenwich Street

City: New York

State: NY

Country: USA Zip: 10013

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Bank Citizenship USA

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)

See attached Schedule I

B. Trademark Registration No.(s)

See attached Schedule I

Additional sheet(s) attached? Yes No

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

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

Name: Doris Ka

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3569

Docket Number: 35891.611 (1st Lien)

Email Address: dka@cahill.com

6. Total number of applications and registrations involved:

45

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: 

Signature

December 15, 2017

Date

Doris Ka, Legal Assistant

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

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

Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of December 14, 2017 (this “Notice”), made by Datapipe, Inc., a Delaware corporation (the “Pledgor”), in favor of CITIBANK, N.A., as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement (First Lien), dated as of November 3, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among Rackspace Hosting, Inc. (the “Borrower”), as successor by merger to Inception Merger Sub Inc., each subsidiary of the Borrower identified therein and Citibank, N.A., as collateral agent (together with its successors and assigns in such capacity, the “Collateral Agent”) for the Secured Parties (as defined therein):

SECTION 1. *Terms.* Capitalized terms used in this Notice and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Notice.

SECTION 2. *Grant of Security Interest.* As security for the payment and performance, as applicable, in full of the Secured Obligations, the Pledgor pursuant to the Collateral Agreement did, and hereby does, assign and pledge to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of such Pledgor’s right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the “Trademark Collateral”):

all Trademarks, including those listed on Schedule I;

provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any “intent-to-use” applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any assignment of an “intent-to-use” application prior to such filing would violate the Lanham Act.

SECTION 3. *Collateral Agreement.* The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set

forth herein. In the event of any conflict between the terms of this Notice and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

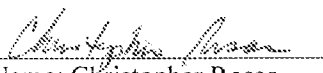
SECTION 4. *Counterparts*. This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. *Governing Law*. THIS NOTICE AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS NOTICE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Notice as of the day and year first above written.

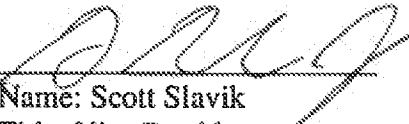
DATAPIPE, INC.

By: 
Name: Christopher Rosas
Title: Treasurer and Secretary

[Signature Page to Notice of Grant of Security Interest in Trademarks (First Lien)]

TRADEMARK
REEL: 006230 FRAME: 0187

CITIBANK, N.A.,
as Collateral Agent,

By: 
Name: Scott Slavik
Title: Vice President

Schedule I
to Notice of Grant of Security Interest (First Lien) in Trademarks

Trademarks Owned by DataPipe, Inc.

U.S. Trademark Applications and Registrations

Trademark	Country	Appl. Date	App No.	Reg. Date	Reg. No.	Status	Owner
DATAPIPE	United States of America	7 March 2007	79/673,653	1 April 2008	3,404,027	Registered	DataPipe, Inc.
DATAPIPE	United States of America	18 October 2010	85155359	10 April 2012	4123923	Registered	DataPipe, Inc.
DATAPIPE	United States of America	24 September 2012	85736639	9 July 2013	4,363,802	Registered	DataPipe, Inc.
DATAPIPE	United States of America	19 November 2013	86122942	22 July 2014	4,571,442	Registered	DataPipe, Inc.
DATAPIPE and design	United States of America	22 February 2010	77/941,304	5 October 2010	3856337	Registered	DataPipe, Inc.
DATAPIPE and design	United States of America	22 February 2010	77/941,360	5 October 2010	3856349	Registered	DataPipe, Inc.
DATAPIPE and design	United States of America	29 September 2010	85141042	17 July 2012	4173723	Registered	DataPipe, Inc.
DATAPIPE GREEN and design	United States of America	3 June 2011	85337369	15 May 2012	4141475	Registered	DataPipe, Inc.
DATAPIPE HYBRID CLOUD CONNECT	United States of America	5 September 2014	86386997	17 May 2016	4960971	Registered	DataPipe, Inc.
DATAPIPE MANAGED CLOUD	United States of America	3 June 2011	85337659	15 May 2012	4141476	Registered	DataPipe, Inc.

Trademark	Country	Appl. Date	App No.	Reg. Date	Reg. No.	Status	Owner
DATAPIPE MANAGED HYBRID CLOUD CONNECT	United States of America	5 September 2014	86387061	14 June 2016	4978761	Registered	DataPipe, Inc.
DATAPIPE ONE	United States of America	3 March 2011	8527203	4 November 2014	4,632,652	Registered	DataPipe, Inc.
DATAPIPE STRATOSPHERE	United States of America	5 October 2012	85746798	7 April 2015	4716827	Registered	DataPipe, Inc.
DATAPIPE STRATOSPHERE	United States of America	5 October 2012	85746869	7 April 2015	4716828	Registered	DataPipe, Inc.
DATAPIPE STRATOSPHERE	United States of America	5 October 2012	85746910	7 April 2015	4716829	Registered	DataPipe, Inc.
DATAPIPE STRATOSPHERE	United States of America	5 October 2012	85746965	7 April 2015	4716830	Registered	DataPipe, Inc.
DATAPIPE THE TRUSTED GUIDE FOR YOUR CLOUD JOURNEY and design	United States of America	2 February 2016	86895127	13 September 2016	5040549	Registered	DataPipe, Inc.
DATAPIPE THIS IS YOUR CLOUD	United States of America	27 October 2010	85162443	5 February 2013	4,286,497	Registered	DataPipe, Inc.
DATAPIPE YOUR CLOUD MANAGED	United States of America	10 November 2010	85173811	7 January 2014	4,463,000	Registered	DataPipe, Inc.
DATAPIPE YOUR CLOUD MANAGED	United States of America	10 November 2010	85173967	5 February 2013	4,286,502	Registered	DataPipe, Inc.
DATAPIPE YOUR COMPETTIVE EDGE	United States of America	3 September 2009	77/819,672	29 June 2010	3,809,691	Registered	DataPipe, Inc.
DATAPIPE YOUR COMPETTIVE EDGE	United States of America	3 September 2009	77/819,704	27 July 2010	3,826,385	Registered	DataPipe, Inc.
DATAPIPE.XXX	United States of America	--	--	1 December 2011	--	Registered	DataPipe, Inc.

Trademark	Country	Appl. Date	App No.	Reg. Date	Reg. No.	Status	Owner
E STRATOSPHERE	United States of America	16 February 2012	85545122	2 April 2013	4314443	Registered	DataPipe Inc
IMPELLENT	United States of America	23 May 2017	87460898	--	--	Abandoned	DataPipe Inc
IMPELLENTAPP	United States of America	23 May 2017	87461151	--	--	Abandoned	DataPipe Inc
IMPELLENTAPP PLATFORM	United States of America	23 May 2017	87461239	--	--	Abandoned	DataPipe Inc.
LAYERED TECH	United States of America	15 November 2006	77044548	28 August 2007	3284932	Registered	DataPipe Inc.
LAYERED TECHNOLOGIES	United States of America	9 February 2005	78563854	19 September 2006	3144394	Registered	DataPipe Inc.
MICAROS	United States of America	9 November 2016	87231630	--	--	Pending ITU	DataPipe Inc.
OPERATIONAL EMPATHY	United States of America	13 April 2007	76/675488	1 April 2008	3,404,034	Registered	DatePipe Inc
SQUARES DESIGN (LAYERED TECHNOLOGIES)	United States of America	30 July 2008	77554709	17 March 2009	3590647	Registered	DataPipe, Inc.
STRATOSPHERE	United States of America	22 October 2009	77/855,432	17 July 2012	4176001	Registered	DataPipe, Inc.
STRATOSPHERE	United States of America	22 October 2009	77/855,437	17 July 2012	4176002	Registered	DataPipe, Inc.
STRATOSPHERE	United States of America	5 December 2013	86136141	21 April 2015	4724768	Registered	DataPipe, Inc.
STRATOSPHERE and cloud design	United States of America	18 February 2016	86912519	18 February 2016	5324607	Registered	DataPipe, Inc.
STRATOSPHERE REACH BEYOND THE CLOUD	United States of America	22 October 2009	77/855,445	24 July 2012	4179798	Registered	DataPipe, Inc.

Trademark	Country	Appl. Date	App No.	Reg. Date	Reg. No.	Status	Owner
STRATOSPHERE REACH BEYOND THE CLOUD	United States of America	22 October 2009	77/855,454	17 July 2012	4176003	Registered	DataPipe, Inc.
THIS IS YOUR CLOUD	United States of America	27 October 2010	85162500	20 March 2012	4115833	Registered	DataPipe, Inc.
TREBUCHET	United States of America	10 November 2016	87233245	20 June 2017	5227399	Registered	DataPipe, Inc.
V STRATOSPHERE	United States of America	16 February 2012	85545169	2 April 2013	4314444	Registered	DataPipe, Inc.
YOUR CLOUD MANAGED	United States of America	10 November 2010	85173972	20 March 2012	4115861	Registered	DataPipe, Inc.
YOUR COMPETITIVE EDGE	United States of America	3 September 2009	77/819,736	27 July 2010	3,826,386	Registered	DataPipe, Inc.
YOUR COMPETITIVE EDGE	United States of America	3 September 2009	77/819,761	28 September 2010	3,854,776	Registered	DataPipe, Inc.
YOUR ENTERPRISE VIRTUALIZED	United States of America	3 June 2011	85337726	7 August 2012	4185126	Registered	DataPipe, Inc.

TRADEMARK
REEL: 006230 FRAME: 0192

RECORDED: 12/15/2017