

900456323 06/28/2018

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM479836

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		SECURITY INTEREST	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Scale Computing, Inc.		06/26/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BET Associates III, LLC		
Street Address:	200 Dryden Road		
Internal Address:	Suite #2000		
City:	Dresher		
State/Country:	PENNSYLVANIA		
Postal Code:	19025		
Entity Type:	Limited Liability Company: Delaware		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	87624706	CLOUD UNITY	
Serial Number:	87624701	HC3 CLOUD UNITY	
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>			
Phone:	215-569-2700		
Email:	trademarks@klehr.com		
Correspondent Name:	Benjamin Fuller		
Address Line 1:	1835 Market Street		
Address Line 2:	Suite 1400		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
NAME OF SUBMITTER:	Benjamin E. Fuller		
SIGNATURE:	/Benjamin E. Fuller/		
DATE SIGNED:	06/28/2018		
Total Attachments: 13			
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of June 26, 2018 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 September 7, 2017 (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. This Agreement supplements (but does not extinguish) that certain Intellectual Property Security Agreement, dated as of September 7, 2017, by and between the Grantor and the Lender.

D. 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 all of 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

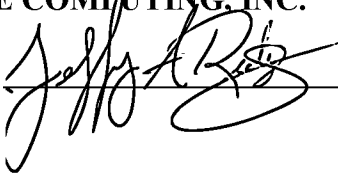
IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

Suite E
525 S. Meridian Street
Indianapolis, IN 46225

SCALE COMPUTING, INC.

By:  _____

Name: _____

Title: _____

LENDER:

Address of Lender:

200 Dryden Road,
Suite #2000,
Dresher, PA 19025

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:

200 Dryden Road,
Suite #2000,
Dresher, PA 19025

BET ASSOCIATES III, LLC

By:  _____

Name: Douglas Topkis

Title: Member

TRADEMARK

REEL: 006381 FRAME: 0288

Exhibit A
COPYRIGHTS

Description	Registration Number	Registration Date
NONE.		

**Exhibit B
PATENTS**



No.	Filing Date	Attorney	Application Number	Attorney ID	Previous Attorney IDs	Name	Inventor(s)	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	9,104,651	Issued
	7/8/2015	Swernofsky	14/793,748	SCL 04C1		Distributed Test Suite Tools	Philip White, Michael McLaughlin		Awaiting Examiner review
3	07/15/2011	Swernofsky	13/184,283	SCL 05	313.1005.01 / P 231967	Distributed Dynamic System Configuration	Philip White	8949305	Issued
	9/10/2015	Swernofsky	14/481,917	SCL 05C1		Distributed Dynamic System Configuration	Philip White	9,847,906	Issued
	7/25/2016	Swernofsky	15,219,270	SCL 05C2		Distributed Dynamic System Configuration	Philip White		Awaiting Examiner review
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		Allowed, awaiting issuance
	7/8/2015	Swernofsky	14/793,751	SCL 06C1		Unified Hypervisor and Distributed Fault-Tolerant Storage	Jason Collier, Scott Loughmiller, Mike Olson		Awaiting Examiner review
5	03/15/2013	Swernofsky	13/841,059	SCL 11	P 235196	Virtual Machine Resource Display	Scott Loughmiller / Tim Ritchey	10,019,287	Allowed, awaiting issuance
	6/12/2018	Swernofsky	16/006,825	SCL 11C1		Virtual Machine Resource Display	Scott Loughmiller / Tim Ritchey		Awaiting Examiner review
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	9,077,665	Issued

No.	File Date	Attorney	Application Number	Attorney ID	Previous Attorney IDs	Name	Inventor(s)	Patent #	Status
	7/8/2015	Swernofsky	14/794,112	SCL 12C1		Transferring Virtual Machines and Resource Localization in a Distributed Fault-Tolerant System	Scott Loughmiller		Awaiting Examiner review
7	05/23/2013	Swernofsky	13/841,748	SCL 13	P 235195	Virtual Machine Automated Selection	Scott Loughmiller		Response to an Office Action on 5/2/2018
8	03/15/2013	Swernofsky	29/450,081	SCL 21	P 238348	Cluster Computer Display 1	Tim Richey		Awaiting Examiner review
9	03/15/2013	Swernofsky	29/450,089	SCL 22	P 238350	Cluster Computer Display 3	Tim Richey		Awaiting Examiner review
10	03/15/2013	Swernofsky	29/450,098	SCL 23	P 238370	Cluster Computer Display 3	Tim Richey		Awaiting Examiner review
11	11/26/2013	Swernofsky	61/909,118 (14/554,007)	SCL 27		Re-Duplication of De-Duplicated Files in a Fault-Tolerant Distributed Cluster	Philip White, Scott Loughmiller		Awaiting Examiner review
12	11/26/2013	Swernofsky	61/909,301 (14/554,008)	SCL 28		Resource Management in a Virtual Machine Cluster (Jigsaw)	Aaron Pagel, Nate Hardt	9,928,092	Issued
	2/5/2018	Swernofsky	15/889,197	SCL 28C1		Resource Management in a Virtual Machine Cluster (Jigsaw)	Aaron Pagel, Nate Hardt		Awaiting Examiner review
13	11/26/2013	Swernofsky	61/909,336 (14/554,012)	SCL 29		Zero Memory Buffer Copying in a Reliable Distributed Computing System	Philip White		Notice of Allowance issued, awaiting issue fee payment
14	11/26/2013	Swernofsky	61/909,342 (14/554,017)	SCL 31		Virtual Devices in a Reliable Distributed Computing System	Philip White, Scott Loughmiller		Office Action entered 4/19/2018, we intend to respond by 7/19/2018
15	11/26/2013	Swernofsky	61/909,344 (14/554,022)	SCL 32		Unanticipated Operational Requirements in a Reliable Distributed Computing System	Nate Hardt, Philip White, Scott Loughmiller		Awaiting Examiner review

No.	File Date	Attorney	Application Number	Attorney ID	Previous Attorney IDs	Name	Inventor(s)	Patent #	Status
16	11/26/2013	Swernofsky	61/909,365 (14/554,025)	SCL 34		Recovery After Data Loss in a Reliable Distributed Computing System	Nate Hardt, Philip White, Scott Loughmiller	9,703,655	Issued
	6/12/2017	Swernofsky	15/620,776	SCL 34C1		Recovery After Data Loss in a Reliable Distributed Computing System	Nate Hardt, Philip White, Scott Loughmiller		Awaiting Examiner review
17	11/26/2013	Swernofsky	61/909,352 (14/554,029)	SCL 35	P 241388	Metadata Caches in a Reliable Distributed Computing System	Nate Hardt, Philip White, Scott Loughmiller	9,830,090	Issued
	10/26/2017	Swernofsky	15/794,015	SCL 35C1		Metadata Caches in a Reliable Distributed Computing System	Nate Hardt, Philip White, Scott Loughmiller		Awaiting Examiner review
18	11/26/2013	Swernofsky	61/909,356 (14/554,034)	SCL 36		Remote Latency in a Reliable Distributed Computing System	Nate Hardt, Philip White, Scott Loughmiller		Awaiting Examiner review
19	11/25/2014	Swernofsky	62/123,740	SCL 37		Reliable Independent Block Engine and State Machine	Nate Hardt, Philip White, Scott Loughmiller		Expired provisional application
20	03/28/2014	Loker	14/619,318	SCALP001		Placement Engine For A Block Device	Philip White, Hank Hsieh	9,348,576	Issued
21	06/27/2014	Loker	14/318,414	SCALP002		Shared Reference Counters	Philip White, Scott Loughmiller	9,436,386	Issued
22	06/30/2014	Loker	14/320,427	SCALP003		Efficient Migration of VSDs to a Remote Node	Philip White, Scott Loughmiller	9,542,108	Issued
23	4/22/2016		15/136,831			PLACEMENT ENGINE FOR A BLOCK DEVICE	Philip White, Hank Hsieh	9,740,627	Issued
24	11/11/2016		15/349,961			MANAGEMENT OF BLOCK STORAGE DEVICES BASED ON ACCESS FREQUENCY	Philip White et al.		Pending
25	8/3/2016		15/227,901			TASK DISPATCHER FOR BLOCK STORAGE DEVICES	Philip White et al.		Pending

No.	File Date	Attorney	Application Number	Attorney ID	Previous Attorney IDs	Name	Inventor(s)	Patent #	Status
26	6/3/2016		15/173,256			DATA PROTECTION IMPLEMENTATION FOR BLOCK STORAGE DEVICES	Philip White et al.		Final Rejection Mailed

Exhibit C
Trademarks

BGD REF. 621811.	MARK	REG. NO.	FILE DATE	REG. DATE	GOODS/SERVICE	STATUS
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	Cancelled
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

BGD REF. 621811.	MARK	REG. NO.	FILE DATE	REG. DATE	GOODS/SERVICE	STATUS
100004	US TM – HC3x (Logo)				computer hardware and software for delivering a virtualization platform that integrates computer servers, electronic storage and virtualization into one appliance	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
	Cloud Unity	Serial number 87624706	9/27/2017			Filed

BGD REF.	MARK	REG. NO.	FILE DATE	REG. DATE	GOODS/SERVICE	STATUS
621811.	HC3 CLOUD UNITY.	Serial number 87624701:	9/27/2017			Filed

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RECORDED: 06/28/2018