

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM503355

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WIND RIVER SYSTEMS, INC.		12/24/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Guggenheim Corporate Funding, LLC		
Street Address:	330 MADISON AVENUE		
Internal Address:	11TH FLOOR		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	2316866	TORNADO	
Registration Number:	5046219	VX	
Registration Number:	1659595	VXWORKS	
Registration Number:	1954532	WIND	
Registration Number:	4876031	WIND	
Registration Number:	5172080	WIND	
Registration Number:	2376629	WIND RIVER	
Registration Number:	2374334	WIND RIVER	
Registration Number:	1659594	WIND RIVER	
Registration Number:	5617727	WIND RIVER HELIX	
Registration Number:	5134276	WIND RIVER HELIX	
Registration Number:	5200396	WIND RIVER TITANIUM SERVER	
Registration Number:	4795213	WIND RIVER TITANIUM SERVER	
Registration Number:	2854405	WINDMANAGE	
Serial Number:	86374839	TITANIUM CLOUD	
Serial Number:	86585307	WIND	
Serial Number:	86585305	WIND	
Serial Number:	86585303	WIND	

OP \$515.00 2316866

Property Type	Number	Word Mark
Serial Number:	86585300	WIND
Serial Number:	86813659	WIND RIVER PULSAR

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.

Phone: (212) 318-6532
Email: alanagramer@paulhastings.com
Correspondent Name: Alana Gramer
Address Line 1: 200 Park Avenue
Address Line 2: Paul Hastings LLP
Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER:	1030210 TM
NAME OF SUBMITTER:	ALANA GRAMER
SIGNATURE:	/ALANA GRAMER/
DATE SIGNED:	12/24/2018

Total Attachments: 16

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TRADEMARK SECURITY AGREEMENT

WHEREAS, WIND RIVER SYSTEMS, INC., a Delaware corporation (“**Grantor**”), owns and uses in its business, and will in the future adopt and so use, various intangible assets, including the Trademark Collateral (as defined below); and

WHEREAS, the Grantor is party to a Security Agreement dated as of December 24, 2018 (as amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), by and among the Grantor, the other grantors party thereto and Guggenheim Corporate Funding, LLC, as the Collateral Agent for the Secured Parties (in such capacity, the “**Collateral Agent**”) pursuant to which the Grantor granted a security interest to the Collateral Agent in the Trademark Collateral (as defined below) and is required to execute and deliver this Trademark Security Agreement (this “**Agreement**”).

Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

NOW, THEREFORE, in consideration of the foregoing and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Security Agreement, to evidence further the security interest granted by Grantor to the Collateral Agent pursuant to the Security Agreement, Grantor hereby grants to the Collateral Agent a security interest in all of Grantor’s right, title and interest in and to the following, in each case whether now owned or existing or hereafter acquired, developed, created or arising and wherever located (collectively, the “**Trademark Collateral**”), other than Excluded Property:

- (i) all (a) trademarks, service marks, designs, logos, indicia of origin, trade names, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other source and/or business identifiers and applications pertaining thereto (“**Trademarks**”), (b) Trademark registrations that have been or may hereafter be issued or applied for thereon in the United States or any state, municipality or sub-division thereof (including, without limitation, the trademarks set forth on Schedule A annexed hereto), and (c) common law and other rights (but in no event any of the obligations) in and to the Trademarks in the United States and any state thereof;
- (ii) all goodwill of such Grantor’s business symbolized by the Trademarks associated therewith;
- (iii) all proceeds, products, rents and profits of or from any and all of the foregoing Trademark Collateral and, to the extent not otherwise included, all payments under insurance (whether or not the Collateral Agent is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Trademark Collateral;
- (iv) all rights to sue or otherwise recover for any past, present and future infringement, dilution, misappropriation, or other violation or impairment of any of the foregoing, and all license fees, royalties, income, payments, claims, damages and proceeds of suit, now or hereafter due and/or payable with respect thereto and all agreements relating to the license, ownership, development, use or disclosure of any of the foregoing;

(v) all other rights of any kind accruing thereunder or pertaining thereto throughout the world; and

(vi) all Proceeds thereof.

Notwithstanding anything herein to the contrary, in no event shall the Trademark Collateral include or the security interest granted under Section 1(a) of the Security Agreement attach to any "intent-to-use" application for registration of a Trademark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, prior to the filing of a "Statement of Use" pursuant to Section 1(d) of the Lanham Act or an "Amendment to Allege Use" pursuant to Section 1(c) of the Lanham Act with respect thereto, solely to the extent, if any, that, and solely during the period, if any, in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent-to-use application under applicable federal law.

Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement. Section 1 of the Security Agreement is hereby incorporated by reference. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

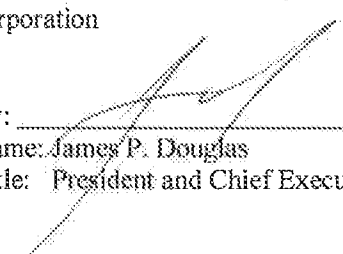
THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER AND ALL CLAIMS AND CONTROVERSIES ARISING OUT OF THE SUBJECT MATTER HEREOF WHETHER SOUNDING IN CONTRACT LAW, TORT LAW OR OTHERWISE SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PROVISIONS THAT WOULD RESULT IN THE APPLICATION OF ANY OTHER LAW (OTHER THAN ANY MANDATORY PROVISIONS OF LAW RELATING TO THE LAW GOVERNING PERFECTION AND THE EFFECT OF PERFECTION OF THE SECURITY INTEREST).

This Agreement may be executed in one or more counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument. Delivery of an executed signature page to this Agreement by facsimile transmission or electronic PDF delivery shall be as effective as delivery of a manually signed counterpart of this Agreement.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered as of the day and year first above written.

WIND RIVER SYSTEMS, INC., a Delaware corporation

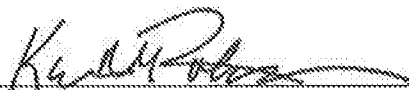
By: 
Name: James P. Douglas
Title: President and Chief Executive Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006562 FRAME: 0971

Accepted and Agreed:

GUGGENHEIM CORPORATE FUNDING, LLC, as
Collateral Agent,

By: 
Name: Kevin M. Robinson
Title: Attorney-in-Fact


[Signature Page to Trademark Security Agreement]


TRADEMARK
REEL: 006562 FRAME: 0972

SCHEDULE A
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS


US Trademarks:



Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	Cl.	All Goods/Services One Line	Status	Client-Matter
TITANIUM CLOUD and Design		86/374,839	8/22/2014			United States of America	35	Class 35: Providing an online referral network of validated software application providers and hardware server suppliers in the field of network functions virtualization for telecommunications carriers; Providing business-to-business referral network in the field of network functions virtualization development for telecommunications carriers; Providing consumer product information in the field of network functions virtualization platform development; Providing a website featuring consumer information and reviews regarding software applications and server hardware that are interoperable with network functions virtualization platforms	Suspended	237260-20040
TORNADO		74/695,280	6/29/1995	2,316,866	2/8/2000	United States of America	09	Class 09: Computer software and computer operating software both for the development and operation of real time computer systems for use on both networked and stand alone computers, computer peripherals, and	Let Lapse	237260-20006

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
VX Stylized		86/479,538	12/12/2014	5,046,219	9/20/2016	United States of America	09	microprocessor controlled hardware, together with printed documentation, all sold as a unit Class 09: Computer software, namely, real-time operating system software; Downloadable computer software for the development and testing of embedded computer systems; Computer software, namely, software development tools for the creation of embedded computer systems; Computer software for creating, testing, deploying, managing and connecting devices with embedded computer software systems; Computer software in the field of enabling computer, network and networking utilities, namely, computer real-time operating system (RTOS); Computer software that provides web-based access to applications and services through a web operating system or portal interface; Computer software for embedded systems, namely, computer software, namely, programs for controlling, regulating and monitoring programs in computers and real-time operating systems, for processing data, and for signal processing; Computer software, namely, computer software that securely partitions hardware to enable running multiple operating environments on a computer hardware platform; Computer software for use in software development and deployment; Computer software for	Registered	237260-20046

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
VXWORKS		74/109,956	10/29/1990	1,669,595	10/8/1991	United States of America	09	Class 09: Computer programs and instructional manuals sold as a unit with the programs for use in business, education, research and science	Renewed	237260-204-147-US
WIND		74/593,711	10/17/1994	1,954,532	2/6/1996	United States of America	09	Class 09: Computer operating system programs for computers and computer and microprocessor-controlled machinery and equipment, including both networked and stand-alone computers, machinery and equipment, and printed documentation sold as a unit with the programs	Registered	237260-20074
WIND		86/585,307	4/2/2015			United States of America	09	Class 09: Computer software, namely, real-time operating system software offered as a unit with instruction manuals and printed documentation; Downloadable computer software for the development and testing of embedded computer systems offered as a unit with instruction manuals and printed documentation; Computer software, namely, software development tools, instruction manuals and printed documentation offered as a unit, for the creation of embedded computer systems; Computer software, instruction manuals and printed documentation offered as a unit for creating, testing, deploying, managing and connecting devices with embedded computer software systems; Computer software	Suspended	237260-20066

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
WIND		86/585,305	4/2/2015			United States of America	42	Class 42: Software as a Service computer software for the development and testing of embedded computer systems; Providing temporary use of on-line non-downloadable software development tools for the creation of embedded computer systems; Providing temporary use of cloud-based computer operating systems for purposes of quality control	Suspended	237260-20065
								instruction manuals and printed documentation offered as a unit in the field of enabling computer, network and networking utilities, namely, computer real-time operating system (RTOS); Computer software for embedded systems, namely, computer software, namely, programs for controlling, regulating and monitoring programs in computers and real-time operating systems, for processing data, and for signal processing offered as a unit with instruction manuals and printed documentation; Computer software, namely, computer software that securely partitions hardware to enable running multiple operating environments on a computer hardware platform offered as a unit with instruction manuals and printed documentation; Computer software for emulating performance characteristics of multiple computer software operating environments and platforms, offered as a unit with instruction manuals and printed documentation; Communications servers		

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
WIND		86/585,304	4/2/2015	4,876,031	12/22/2015	United States of America	41	Class 41: Educational services, namely, conducting classes in the field of computer software and distribution of course materials therewith	Registered	237260-20064
WIND (Stylized)		86/585,303	4/2/2015			United States of America	42	Class 42: Software as a Service computer software for the development and testing of embedded computer systems; Providing temporary use of on-line non-downloadable software development tools for the creation of embedded	Suspended	237260-20067

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
WIND (Stylized)		86/585,302	4/2/2015	5,172,080	3/28/2017	United States of America	41	Class 41: Educational services, namely, conducting classes in the field of computer software and distribution of course materials therewith	Registered	237260-20069
WIND (Stylized)		86/585,300	4/2/2015			United States of America	09	Class 09: Computer software, namely, real-time operating system software; Downloadable computer	Suspended	237260-20068

Schedule A-6

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI Line	All Goods/Services One	Status	Client-Matter
								software for the development and testing of embedded computer systems; Computer software, namely, software development tools for the creation of embedded computer systems; Computer software for creating, testing, deploying, managing and connecting devices with embedded computer software systems; Computer software in the field of enabling computer, network and networking utilities, namely, computer real-time operating system (RTOS); Computer software that provides web-based access to applications and services through a web operating system or portal interface; Computer software for embedded systems, namely, computer software, namely, programs for controlling, regulating and monitoring programs in computers and real-time operating systems, for processing data, and for signal processing; Computer software, namely, computer software that securely partitions hardware to enable running multiple operating environments on a computer hardware platform; Computer software for use in software development and deployment; Computer software for emulating performance characteristics of multiple computer software operating environments and platforms; Computer programs and instructional manuals sold as a unit with the programs for use in business, education, research and science.		

Schedule A-7

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
WIND RIVER		75/539,457	8/16/1998	2,376,629	8/15/2000	United States of America	42	Class 42: Software engineering and consulting services; namely, software design and modification for others, and the provision of updates, maintenance, and technical support relating to such software performed via telephone, fax, e-mail and via global computer network	Registered	237260-204-182-US
WIND RIVER		75/539,458	8/16/1998	2,374,334	8/8/2000	United States of America	41	Class 41: Educational services, namely, conducting classes in the field of computer software and the preparation and distribution of course materials therewith	Registered	237260-204-178-US
WIND RIVER		74/109,985	10/29/1990	1,659,594	10/8/1991	United States of America	09	Class 09: Computer programs and instructional manuals sold as a unit with the programs for use in business, education, research and science	Renewed	237260-204-173-US
WIND RIVER HELIX		86/657,851	6/10/2015	5,617,727	11/27/2018	United States of America	09	Class 09: Computer software, namely, real-time operating system software; Downloadable computer	Registered	237260-20076

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
								software for the development and testing of embedded computer systems; Computer software, namely, software development tools for the creation of embedded computer systems; Computer software for creating, testing, deploying, managing and connecting devices with embedded computer software systems; Computer software in the field of enabling computer, network and networking utilities, namely, computer real-time operating system (RTOS); Computer software that provides web-based access to applications and services through a web operating system or portal interface; Computer software for embedded systems, namely, computer software, namely, programs for controlling, regulating and monitoring programs in computers and real-time operating systems, for processing data, and for signal processing; Computer software, namely, computer software that securely partitions hardware to enable running multiple operating environments on a computer hardware platform; Computer software for use in software development and deployment; Computer software for emulating performance characteristics of multiple computer software operating environments and platforms; Downloadable computer programs and instructional manuals offered as a unit with the programs for development, quality control, compatibility		

Schedule A-9

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
WIND RIVER HELIX		86/657,849	6/10/2015	5,134,276	1/31/2017	United States of America	42	<p>testing, performance, functionality and security of Internet of Things devices, connected and non-connected embedded computer systems, connected and non-connected devices with embedded computer systems, gateways and networks for use in business, education, research and science; Communications servers; computer software used to support network infrastructure applications</p> <p>Class 42: Computer services, namely, providing a network functions virtualization hosting platform featuring real time operating system software; Platform services for virtualized functions, namely, hosting software and management tools and application extensions for use by others in the creation and deployment of network functions virtualization infrastructure and architecture; Software as a Service computer software for the development and testing of connected and non-connected embedded computer systems; Providing temporary use of on-line non-downloadable software development tools for the creation of connected and non-connected embedded computer systems; Providing temporary use of cloud based computer operating systems for purposes of quality control, compatibility testing, command and control of performance, functionality and security of connected and non-connected devices with embedded computer systems; Providing</p>	Registered	237260-20082

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
WIND RIVER PULSAR		86/813,659	1/19/2015			United States of America	09	temporary use of online non-downloadable software development tools for the creation of embedded computer systems via a website	To Be Abandoned	237260-20097
WIND RIVER TITANIUM SERVER		86/516,184	1/27/2015	5,200,396	5/9/2017	United States of America	09	Class 09: Communications servers; computer software used to support network infrastructure applications	Let Lapse	237260-20048
WIND RIVER TITANIUM SERVER		86/516,185	1/27/2015	4,795,213	8/18/2015	United States of America	42	Class 42: Computer services, namely providing a network functions virtualization hosting platform featuring real time operating system software; Platform services for virtualized functions, namely, hosting software and management tools and application extensions for use by others in the creation and deployment of network functions virtualization infrastructure and architecture; Providing technical support and consulting services in the	Let Lapse	237260-20042

Title/Mark	TM Image	Application No.	Application Date	Registration No.	Registration Date	Country	CI	All Goods/Services One Line	Status	Client-Matter
WINDMANNAGE		76/345,886	12/6/2001	2,854,405	6/15/2004	United States of America	09	field of network functions virtualization for telecommunications carriers; computer network design for others Class 09: Computer software and computer operating software both for the development and operation of computer systems for use on both networked and stand alone computers, computer peripherals, and microprocessor controlled hardware, together with printed documentation, all sold as a unit	Let Lapse	237260-204-246-US

TRADEMARK

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RECORDED: 12/24/2018

Schedule A-12