

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM516661

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BET Associates III, LLC		03/29/2019	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Scale Computing, Inc.		
Street Address:	525 S. Meridian Street, Suite 3E		
City:	Indianapolis		
State/Country:	INDIANA		
Postal Code:	46225		
Entity Type:	Corporation: 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:	4156932222		
<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:	4156932000		
Email:	crhem@cooley.com		
Correspondent Name:	Cooley LLP		
Address Line 1:	101 California Street, 5th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	326420-119		
NAME OF SUBMITTER:	C. Rhem		
SIGNATURE:	/CR/		
DATE SIGNED:	03/29/2019		
Total Attachments: 12			
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TERMINATION AND RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Termination and Release of Intellectual Property Security Agreement (this “**Termination**”), dated as of March 29, 2019, is executed by BET Associates III, LLC, a Delaware limited liability company (“**Lender**”), in favor of Scale Computing, Inc., a Delaware corporation (“**Grantor**”). All capitalized terms used in this Termination and not otherwise defined herein, shall have the respective meanings given to such terms in the Security Agreement (defined below).

RECITALS

A. Pursuant to that certain Intellectual Property Security Agreement, dated as of June 26, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified, the “**Security Agreement**”), by and between Lender and Grantor, Grantor granted to Lender a security interest in the IP Collateral (defined below).

B. The Security Agreement was recorded with the Patent Division of the United States Patent and Trademark Office on June 27, 2018, at Reel/Frame 046212/0831, to evidence the security interest granted under the Security Agreement.

C. The Security Agreement was recorded with the Trademark Division of the United States Patent and Trademark Office on June 28, 2018, at Reel/Frame 006381/0283, to evidence the security interest granted under the Security Agreement.

D. Bank agrees to execute this Termination in order to evidence the termination and release of its security interest in the IP Collateral specified below.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Bank hereby agrees as follows:

(a) Bank expressly terminates and releases all of Bank’s right, title and interest in, to and under all of the Company’s 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, 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 (collectively, the “**IP Collateral**”).

(b) Bank represents and warrants that it has the full power and authority to execute this Termination.

(c) Bank authorizes Grantor to request that the patent and trademark divisions of the United States Patent and Trademark Office, and the United States Copyright Office, record this Termination.

[Signature Page Follows]

IN WITNESS WHEREOF, Bank has executed and delivered this Termination as of the day and year first above written.

BET ASSOCIATES III, LLC

By: 
Name: Douglas Topkis
Title: Manager

*

EXHIBIT A

Copyrights

None.

EXHIBIT B
Patents

No.	Filing Date	Attorney	Application Number	Attorney ID	Previous Attorney IDs	Title	Inventor(s)	Patent #	Status
1	02/17/2011	Swerzofsky	13029,872	SCL 02	313,1001,01 / P 231957	Condition Detection and Reporting in Complex Systems	Philip White	8639971	Issued
2	07/15/2011	Swerzofsky	13183,898	SCL 04	313,1004,01 / P 231966	Distributed Test Suite Tools	Philip White, Michael McLaughlin	9,104,651	Issued
	7/8/2015	Swerzofsky	14793,748	SCL 04C1		Distributed Test Suite Tools	Philip White, Michael McLaughlin		Awaiting Examiner review
3	07/15/2011	Swerzofsky	13184,283	SCL 05	313,1005,01 / P 231967	Distributed Dynamic System Configuration System Configuration	Philip White	8949305	Issued
	9/10/2015	Swerzofsky	14481,917	SCL 05C1		Distributed Dynamic System Configuration System Configuration	Philip White	9,847,906	Issued
	7/23/2016	Swerzofsky	15219,270	SCL 05C2		Distributed Dynamic System Configuration System Configuration	Philip White		Awaiting Examiner review
4	05/23/2013	Swerzofsky	13991,325	SCL 06	P 233005	Unified Hypervisor and Distributed Fault-Tolerant Storage	Jesse Collier, Scott Loughmiller, Mike Olson		Allowed, awaiting issuance
	7/8/2015	Swerzofsky	14793,751	SCL 06C1		Unified Hypervisor and Distributed Fault-Tolerant Storage	Jesse Collier, Scott Loughmiller, Mike Olson		Awaiting Examiner review
5	03/15/2013	Swerzofsky	13841,059	SCL 11	P 235196	Virtual Machine Resource Display	Scott Loughmiller / Tim Ritchey	10,019,287	Allowed, awaiting issuance
	6/12/2018	Swerzofsky	16086,825	SCL 11C1		Virtual Machine Resource Display	Scott Loughmiller / Tim Ritchey		Awaiting Examiner review
6	03/15/2013	Swerzofsky	13841,212	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	Agency ID	Previous Attorney IDs	Title	Inventor(s)	Patent #	Status
	7/8/2015	Swerzofsky	14794,112	SCL 13C1		Transferring Virtual Machines and Resource Localization in a Distributed Fault-Tolerant System	Scott Loughmiller		Awaiting Examiner review
7	05/23/2013	Swerzofsky	13/841,748	SCL 13	P 235195	Virtual Machine Automated Selection	Scott Loughmiller		Response to an Office Action on 5/22/2018
8	03/15/2013	Swerzofsky	29/450,081	SCL 21	P 238348	Cluster Computer Display 1	Tim Richey		Awaiting Examiner review
9	03/15/2013	Swerzofsky	29/450,089	SCL 22	P 238350	Cluster Computer Display 3	Tim Richey		Awaiting Examiner review
10	03/15/2013	Swerzofsky	29/450,098	SCL 23	P 238370	Cluster Computer Display 3	Tim Richey		Awaiting Examiner review
11	11/26/2013	Swerzofsky	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	Swerzofsky	61/909,301 (14/554,008)	SCL 28		Resource Management in a Virtual Machine (Cluster (Hypervisor))	Aaron Pagel, Nate Hard	9,928,092	Issued
	2/5/2018	Swerzofsky	15/889,197	SCL 28C1		Resource Management in a Virtual Machine (Hypervisor)	Aaron Pagel, Nate Hard		Awaiting Examiner review
13	11/26/2013	Swerzofsky	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	Swerzofsky	61/909,343 (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	Swerzofsky	61/909,344 (14/554,022)	SCL 32		Manufactured Operational Requirements in a Reliable Distributed Computing System	Nate Hard, Philip White, Scott Loughmiller		Awaiting Examiner review

No.	Filing Date	Attorney	Application Number	Attorney ID	Previous Attorney IDs	Name	Inventor(s)	Patent #	Status
16	11/26/2013	Swerofsky	61/809,365 (14/554,025)	SCL 34		Recovery After Data Loss in a Reliable Distributed Computing System	Nate Hard, Philip White, Score Longmiller	9,703,655	Issued
	6/12/2017	Swerofsky	15/620,776	SCL 34C1		Recovery After Data Loss in a Reliable Distributed Computing System	Nate Hard, Philip White, Score Longmiller		Awaiting Examiner review
17	11/26/2013	Swerofsky	61/809,352 (14/554,029)	SCL 35	P 241388	Metadata Caches in a Reliable Distributed Computing System	Nate Hard, Philip White, Score Longmiller	9,830,090	Issued
	10/26/2017	Swerofsky	15/794,015	SCL 35C1		Metadata Caches in a Reliable Distributed Computing System	Nate Hard, Philip White, Score Longmiller		Awaiting Examiner review
18	11/26/2013	Swerofsky	61/809,356 (14/554,034)	SCL 36		Remote Locality in a Reliable Distributed Computing System	Nate Hard, Philip White, Score Longmiller		Awaiting Examiner review
19	11/26/2014	Swerofsky	62/121,740	SCL 37		Reliable Independent Block Engine and State Machine	Nate Hard, Philip White, Score Longmiller		Expired provisional application
20	03/28/2014	Loker	14/619,318	SCALP001		Placement Engine For A Block Device	Philip White, Hank Hsieh	9,348,536	Issued
21	06/27/2014	Loker	14/318,414	SCALP002		Shared Reference Counters	Philip White, Score Longmiller	9,436,386	Issued
22	06/30/2014	Loker	14/330,427	SCALP003		Efficient Migration of VSDs to a Remote Node	Philip White, Score Longmiller	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 Made

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 (09) - 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	HG3 CLOUD UNITY.	Serial number 87624701	9/27/2017			Filed

EXHIBIT D

Mask Works

None.