

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM784487

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SCALE COMPUTING, INC.		06/22/2022	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NORTH HAVEN EXPANSION CREDIT II LP		
<b>Street Address:</b>	1585 Broadway, 39th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	Limited Partnership: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87624706	CLOUD UNITY	
<b>Registration Number:</b>	6493540	HC3 CLOUD UNITY	
<b>Registration Number:</b>	4450405	HC3	
<b>Registration Number:</b>	3786454	SCALE COMPUTING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	2023704750		
<b>Email:</b>	ipteam@coagencyglobal.com		
<b>Correspondent Name:</b>	Joanna McCall		
<b>Address Line 1:</b>	1025 Connecticut Ave NW, Suite 712		
<b>Address Line 2:</b>	Cogency Global Inc.		
<b>Address Line 4:</b>	Washington, D.C. 20036		
<b>ATTORNEY DOCKET NUMBER:</b>	1905015		
<b>NAME OF SUBMITTER:</b>	Yvette Stohler		
<b>SIGNATURE:</b>	/Yvette Stohler/		
<b>DATE SIGNED:</b>	02/03/2023		
<b>Total Attachments: 7</b>			

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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This **INTELLECTUAL PROPERTY SECURITY AGREEMENT**, dated as of June 22, 2022 (as amended, restated, modified or supplemented from time to time, the “**Agreement**”) between **NORTH HAVEN EXPANSION CREDIT II LP**, as agent (“**Agent**”), and SCALE COMPUTING, INC., a Delaware corporation (“**Grantor**”), is made with reference to the Note and Warrant Purchase and Security Agreement, dated as of June 22, 2022 (as amended, restated, modified or otherwise supplemented from time to time, the “**Purchase Agreement**”), between Agent and Grantor. Terms defined in the Note have the same meaning when used in this Agreement.

For good and valuable consideration, receipt of which is hereby acknowledged, Grantor hereby covenants and agrees as follows:

To secure the Obligations under the Purchase Agreement, Grantor grants to Agent a security interest in all right, title, and interest of Grantor in any of the following, whether now existing or hereafter acquired or created in any and all of the following property (collectively, the “**Intellectual Property Collateral**”):

(a) copyright rights, copyright applications, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held (collectively, the “**Copyrights**”), including the Copyrights described in **Exhibit A**;

(b) trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Borrower connected with and symbolized by such trademarks (collectively, the “**Trademarks**”), including the Trademarks described in **Exhibit B**;

(c) patents, patent applications and like protections including without limitation improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same (collectively, the “**Patents**”), including the Patents described in **Exhibit C**;

(d) mask work or similar rights available for the protection of semiconductor chips or other products (collectively, the “**Mask Works**”);

(e) trade secrets, and any and all intellectual property rights in computer software and computer software products;

(f) design rights;

(g) claims for damages by way of past, present and future infringement of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

(h) licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works, and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(i) amendments, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

The rights and remedies of Agent with respect to the security interests granted hereunder are in addition to those set forth in the Purchase Agreement, and those which are now or hereafter available to Agent as a matter of law or equity. Each right, power and remedy of Agent provided for herein or in the Purchase Agreement, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power

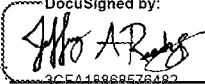
or remedy provided for herein, and the exercise by Agent of any one or more of such rights, powers or remedies does not preclude the simultaneous or later exercise by Agent of any other rights, powers or remedies.

\*\*\*

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

**GRANTOR:**

SCALE COMPUTING, INC., a Delaware corporation

DocuSigned by:  
  
By: \_\_\_\_\_  
3CFA18969578482

Name: Jeff Ready

Title: Chief Executive Officer

Address for Notices:

SCALE COMPUTING, INC.  
525 S. Meridian Street, Suite 3E  
Indianapolis, IN 46225  
Email: [jeff@scalecomputing.com](mailto:jeff@scalecomputing.com)

**LENDER:**

NORTH HAVEN EXPANSION CREDIT II LP

By: MS Expansion Credit GP, L.P.  
Its: General Partner

By: MS Expansion Credit GP Inc.  
Its: General Partner

By: \_\_\_\_\_

Name: William Reiland

Title: Managing Director

Address for Notices:

Attn: Debra Abramovitz  
1585 Broadway, 39th Floor  
New York, NY 10036

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

**GRANTOR:**

SCALE COMPUTING, INC., a Delaware corporation

By: \_\_\_\_\_

Name: Jeff Ready

Title: Chief Executive Officer

Address for Notices:

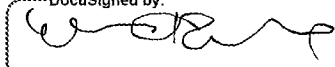
SCALE COMPUTING, INC.  
525 S. Meridian Street, Suite 3E  
Indianapolis, IN 46225  
Email: jeff@scalecomputing.com

**LENDER:**

NORTH HAVEN EXPANSION CREDIT II LP

By: MS Expansion Credit GP, L.P.  
Its: General Partner

By: MS Expansion Credit GP Inc.  
Its: General Partner

DocuSigned by:  
  
By: \_\_\_\_\_79D471DE18F14D2...

Name: William Reiland

Title: Managing Director

Address for Notices:

Attn: Debra Abramovitz  
1585 Broadway, 39th Floor  
New York, NY 10036

**EXHIBIT A**  
**COPYRIGHTS**

Please Check if No Copyrights Exist

<u>Type Of Work:</u>	<u>Title:</u>	<u>International Standard Serial Number (ISSN):</u>	<u>Registration Number:</u>	<u>Filing Date:</u>	<u>Preregistered?</u>

**EXHIBIT B**  
**TRADEMARKS**

Please Check if No Trademarks Exist

	<b>Word/Mark</b>	<b>U.S. Serial No.</b>	<b>U.S. Registration No.</b>	<b>USPTO Ref. No.</b>	<b>Filing or Registration Date</b>
1.	CLOUD UNITY	87624706	Pending		2017-09-27
2.	HC3 CLOUD UNITY	87624701	6493540		2017-09-27
3.	HC3	85867503	4450405		2013-03-05
4.	SCALE COMPUTING	77818553	3786454		2009-09-02



**EXHIBIT C****PATENTS**Please Check if No Patents Exist 

	<b>Title:</b>	<b>Application No.</b>	<b>Patent No.</b>	<b>Issued or Published?</b>	<b>Application Date:</b>
1.	Management of block storage devices based on access frequency wherein migration of block is based on maximum and minimum heat values of data structure that maps heat values to block identifiers, said block identifiers are also mapped to said heat values in first data structure	15/349961	<a href="#">US10740016</a>	Issued	2016-11-11
2.	Task dispatcher for block storage devices	15/227901	<a href="#">US10176023</a>	Issued	2016-08-03
3.	DATA PROTECTION IMPLEMENTATION FOR BLOCK STORAGE DEVICES	15/173256	<a href="#">US20170351447</a>	Published	2016-06-03
4.	Placement engine for a block device	15/136831	<a href="#">US9740627</a>	Issued	2016-04-22
5.	Shared reference counters among a plurality of virtual storage devices	14/318414	<a href="#">US9436386</a>	Issued	2014-06-27
6.	Efficient migration of virtual storage devices to a remote node using snapshots	14/320427	<a href="#">US9542108</a>	Issued	2014-06-30
7.	Zero memory buffer copying in a reliable distributed computing system	16/118422	<a href="#">US11169708</a>	Issued	2018-08-30
8.	Distributed test suite tools	14/793748	<a href="#">US11036603</a>	Issued	2015-07-08
9.	Metadata caches in a reliable distributed computing system	15/794015	<a href="#">US10712952</a>	Issued	2017-10-26
10.	Distributed dynamic system configuration	14/481917	<a href="#">US9847906</a>	Issued	2014-09-10
11.	Virtual devices in a reliable distributed computing system	14/554017	<a href="#">US10509662</a>	Issued	2014-11-25
12.	Remote access latency in a reliable distributed computing system	14/554034	<a href="#">US10120594</a>	Issued	2014-11-25
13.	Zero memory buffer copying in a reliable distributed computing system	14/554012	<a href="#">US10089011</a>	Issued	2014-11-25
14.	Method of manufacturing semiconductor device, substrate processing apparatus, and recording medium	14/619318	<a href="#">US9536734</a>	Issued	2015-02-11
15.	Virtual machine resource display	13/841059	<a href="#">US10019287</a>	Issued	2013-03-15
16.	Virtual machine automated selection	13/841748	<a href="#">US10430216</a>	Issued	2013-03-15
17.	Placement engine for a block device	14/229748	<a href="#">US9348526</a>	Issued	2014-03-28
18.	Distributed dynamic system configuration	13/184283	<a href="#">US8949305</a>	Issued	2011-07-15
19.	Techniques for distributing tests and test suites across a network	13/183898	<a href="#">US 9104651</a>	Issued	2011-07-15
20.	Resource management in a virtual machine cluster	14/554008	9928092	Issued	3-27-18
21.	Metadata caches in a reliable distributed computing system	14/554029	9830090	Issued	11-28-17
22.	Recovery after data loss in a reliable distributed computing system	14/554025	9703655	Issued	7-11-17
23.	Transferring virtual machines and resource localization in a distributed fault-tolerant system	13/841212	9077665	Issued	7-7-15
24.	CONDITION DETECTION AND REPORTING IN COMPLEX SYSTEMS	13/029872	8639971	Issued	1-28-14
25.	Virtual Machine Automated Selection	13/841748	10430216	Issued	10-1-19