

PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Secured Party Release of Lien by Consent to Filing UCC3 Collateral Restatement
CONVEYING PARTY DATA	
Name	Execution Date
CARLYLE VENTURE PARTNERS II, L.P.	01/14/2010
RECEIVING PARTY DATA	
Name:	Credit Managers Association of California
Street Address:	40 East Verdugo Ave
City:	Burbank
State/Country:	CALIFORNIA
Postal Code:	91502
PROPERTY NUMBERS Total: 15	
Property Type	Number
Patent Number:	6867966
Patent Number:	6836030
Patent Number:	6801428
Patent Number:	6909611
Patent Number:	6842334
Patent Number:	7420805
Patent Number:	D498732
Patent Number:	D552101
Application Number:	10448691
Application Number:	10656024
Application Number:	10658440
Application Number:	10841712
Application Number:	10928577
Application Number:	10953939

501201706

PATENT
REEL: 024515 FRAME: 0413

OP \$600.00 6867966

Application Number: 10973538

CORRESPONDENCE DATA

Fax Number: (619)230-1194

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 619-230-1144

Email: garyeastman@sbcglobal.net

Correspondent Name: Gary L. Eastman, Esq.

Address Line 1: 401 W. A Street

Address Line 2: Suite 1785

Address Line 4: San Diego, CALIFORNIA 92101

ATTORNEY DOCKET NUMBER:

CARLYLE UCC3 REL. TO CMA

NAME OF SUBMITTER:

Gary L. Eastman

Total Attachments: 11

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January 14, 2010

Credit Managers Association of California
doing business as Credit Management Association
in its capacity as Assignee for the benefit of creditors of Verari Systems, Inc.
Attention: Charles Klaus

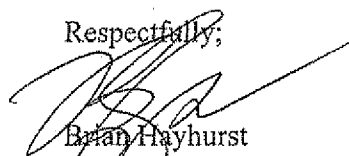
Re: Consent for CMA to File UCC-3 Collateral Restatement of Financing
Statement - Delaware # 2009 0716826

Dear Chuck:

Carlyle Venture Partners II, L.P., as Collateral Agent for The Investors, has been requested by CMA Credit Management Association, the Assignee for the Benefit of the Creditors to all assets of Verari Systems, Inc., to consent to allow CMA to file a UCC-3.

In accordance with the Security Agreement and the Intellectual Property Security Agreement dated February 2009, by and between Verari Systems, Inc. in favor of Collateral Agent on behalf of the Investors in Notes Payable due to Verari Systems, Inc., we, acting as Collateral Agent hereby provide consent for CMA to file a UCC-3 Collateral Restatement of Financing Statement.

Respectfully,



Brian Hayhurst
Managing Director

Carlyle Venture Partners II, L.P., as Collateral Agent for The Investors

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Michael J. Petersen, Esq.
SHULMAN HODGES & BASTIAN LLP
26632 Towne Centre Drive
Suite 300
Foothill Ranch, CA 92610-2808
(949) 340-3400

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 10:01 PM 01/15/2010
INITIAL FILING # 2009 0716826
AMENDMENT # 2010 0172837
SRV: 100047428

1a. INITIAL FINANCING STATEMENT FILE #

2009 0716826

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1b. This FINANCING STATEMENT AMENDMENT is
to be filed (for record) (or recorded) in the
REAL ESTATE RECORDS.

2. ☐ **TERMINATION** Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. ☐ **CONTINUATION** Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ☐ **ASSIGNMENT** (full or partial) Give name of assignee in item 7a or 7b and address of assignee in item 7c, and also give name of assignor in item 9.

5. **AMENDMENT (PARTY INFORMATION)** This Amendment affects ☐ Debtor ☐ Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

☐ **CHANGE name and/or address** Please refer to the detailed instructions regarding changing the name/address of a party.

☐ **DELETE name** Give record name to be deleted in item 6a or 6b.

☐ **ADD name** Complete item 7a or 7b, and also item 7c, also complete item 7e or 7f (if applicable).

6. **CURRENT RECORD INFORMATION**

6a. ORGANIZATION'S NAME

OR 6b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

7. **CHANGED (NEW) OR ADDED INFORMATION:**

7a. ORGANIZATION'S NAME

OR 7b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

7c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

7d. **SEE INSTRUCTIONS**

ADD INFO RE
ORGANIZATION
DEBTOR

7e. TYPE OF ORGANIZATION

7f. JURISDICTION OF ORGANIZATION

7g. ORGANIZATIONAL ID #, if any

8. **AMENDMENT (COLLATERAL CHANGE)** check only one box.

Describe collateral ☐ deleted or ☐ added, or give entire ☒ restated collateral description, or describe collateral ☐ assigned.

☐ NONE

SEE EXHIBIT "H" ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE.
SEE EXHIBIT "H.1.A." ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE.

ALL ASSETS NOT LISTED ON EXHIBIT "H" AND/OR EXHIBIT "H.1.A" ATTACHED HERETO AND
INCORPORATED HEREIN ARE SPECIFICALLY EXCLUDED AS COLLATERAL UNDER THE SUBJECT UCC-1
NATIONAL FINANCIAL STATEMENT.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here ☐ and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME

OR 9b. INDIVIDUAL'S LAST NAME

CARLYLE VENTURE PARTNERS II, L.P., as collateral agent

FIRST NAME

MIDDLE NAME

SUFFIX

10. OPTIONAL FILER REFERENCE DATA

2194-018

FILING OFFICE COPY — UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV 05/22/02) International Association of Commercial Administrators (IACA)

EXHIBIT H			
Verari Systems, Inc. / CMA			
Listing of Excluded Assets from Bidding and Sale			
Item	Description of Asset	Lessor	Location
1	Containerized Data Center Unit	TAC Group Limited	Santa Ana, CA
	Chiller Sied with 7 chillers	109 North Post Oak Lane	Mountain View, CA
	UPS Backup System with batteryys	Suite 500	San Diego, CA
	Lease # 39904	Houston, TX 77024	
	Monthly payment \$30,550.00	713-963-8300	
	Est. payments remaining = 28		
	Deposit of \$30,550		
	\$131,250 buyout		
1A	See supplemental list of Components & Accessories		
2	Tektronix DSA 71604 Digital Analyzer	Relational, LLC	San Diego - Engineering
	Cal Instrument MX45-3P-Power System Tester	3701 Algonquin Road, Suite 600	
	Lease # 2008-001	Rolling Meadows, IL 60008	
	Quarterly payment \$19,639.97	847-637-2335	
	Est. payments remaining = 8		
	FMV buyout		
3	Six Sigma Future Facilities Software	CIT Equipment Leasing	San Diego - IT
	Lease # 901-0029658-000	One Deerwood	
	Monthly payment \$3,770.71	10201 Centurion Pkwy. N., # 100	
	Est. payments remaining = 24	Jacksonville, FL 32256	
	FMV buyout	888-204-0799	
4	Forklift # 1A275069, Battery, Charger	Crown Credit Company	San Diego - Warehouse
	Lease # 4011 7095	New Bremen, OH 45869	
	Monthly payment \$443.09	419-629-2311	
	Est. payments remaining = 48		
	\$1.00 buyout		
5	Waterjet 1313	Flow Financial	San Diego - Machine Shop
	Lease # 749-0033246-001	23500 84th Avenue South	
	Monthly payment \$1,455.09	Kent, WA 98032	
	Est. payments remaining = 42	253-850-3500	
	\$101.00 buyout		
6	Pem Serter, Series 2000 A Automatic Fastner	Irwin Commercial Finance	San Diego - Machine Shop
	Lease # 40252509	330 120th Avenue, NE Suite 110	
	Monthly payment \$1,663.90	Bellevue, WA 98005	
	Est. payments remaining = 4	877-460-1499	
	\$1.00 buyout		
7	Milling Machine	Irwin Commercial Finance	San Diego - Machine Shop
	Lease # 402 598, 08/NY047	330 120th Avenue, NE Suite 110	
	Monthly payment \$459.46	Bellevue, WA 98005	
	Est. payments remaining = 42	877-460-1499	
	\$1.00 buyout		
8	IM 4511 Copier	OCE Financial Services, Inc.	San Diego, CA
	200-501 8567-000	6600 Broken Sound Blvd.	
	Monthly payment \$439.00	Boca Raton, FL 33487	

	Est. payments remaining = 4	866-623-3974		
	FMV buyout			
9	Konica Minolta - C853P	DeLage Landen	San Diego, CA	
	Lease # 304 7483	111 Old Eagle School Road		
	Monthly payment \$142.84	Wayne, PA 19087-1453		
	Est. payments remaining = 48	800-736-0220		
	FMV buyout			
10	P700 Postage Meter	Pitney Bowes	San Diego, CA	
	Account # 8000-9090-0051-2272	Purchase Power		
	Monthly payment \$191.00	5101 Interchange Way		
	Est. payments remaining = 18	Louisville, KY 40229-2161		
	FMV buyout	800-243-7800		
11	Canon Image Runner C2880i	General Electric Capital Corporation	Birmingham, AL	
	Lease # 8323868-001	1951 Hirst Drive		
	Monthly payment \$290.00	Moberly, MO 65270		
	Est. payments remaining = 9	Fax 319-841-8324		
	FMV buyout			
12	Office Furniture/Cubicles	Seals Leasing Group, LLC	Birmingham, AL	
	Lease # 20024010	2833 Valleydale Road, Suite 100		
	Monthly payment \$1,723.00	Birmingham, AL 35244		
	Est. payments remaining = 11	866-550-8795		
	\$1.00 buyout			
13	Dodge Caravan - 2007	Daimler Chrysler Financial Services Americas	San Diego, CA	
	VIN = 1D4GP25B27B107388	1011 Warrenville Road, Suite 600		
	Monthly payment \$503.45	Liste, IL 60532		
	Est. payments remaining = 2	866-485-8566		
	\$0 buyout			
14	Minute books, stock record books and corporate certificates of authority of the Seller.			
15	All of Seller's interest in cash, depository accounts, bank balances, marketable securities and other liquid assets including any tax and insurance refunds, whether in Seller's name or in the name of VERARI.			
16	Any properties, rights, contracts, interests, claims or other assets assigned to Seller specifically listed on an Excluded Asset Schedule.			
17	The Seller's rights under this Agreement.			
18	Any claim or cause of action of Seller to avoid and recover preferential and/or fraudulent transfers, including any lien avoidance actions and avoidance claims and causes of action any other applicable state or Federal laws, or the proceeds of any of the foregoing.			

19	The Assets to be sold do not include any software, commitments, contracts, licenses or leases that are owned by or require the consent of a third party before they can be transferred and such consent has not been obtained (unless and until such consent can be obtained).			
20	The capital stock of VERARI or any of its subsidiaries (unless purchased), including the following subsidiaries:			
20a	i. Verari Systems (UK) Limited.			
20b	ii. Verari Systems Deutschland GmbH			
20c	iii. Verari Systems, Inc. (Asia)			
21	COD receivable in the approximate amount of \$36,000 from UOB			
22	\$ from CXP			
23	Inventory sold to CXP			
24	Inventory sold to FCS for UOB Job			
25	3rd party items such as vending machines, postage meters etc.,			
25a	Any and All 3rd party Evaluation Parts, consigned inventory and equipment from but not limited to items from:			
25b	Micron			
25c	Intel			
25d	Delta Products			
25e	Unipower North America			

Chassis	Location	Part#	Description	Qty	Unit	Local	Notes
59	OS PDI SO WIP	180957-002	CABLE, FIBER, 24-RD, LC/LC, ORANGE, 6M	2		\$630.00	
60	OS PDI SO WIP	121522-104	HUMIDIFIER DIAPHRAGM REPLACEMENT	2		\$2,148.00	
61	OS PDI SO WIP	121522-105	HUMIDIFIER STEAM CYLINDER REPLACEMENT	2		\$1,074.00	
62	OS PDI SO WIP	121522-102	SWITCH DISCONNECT, 30A, 3 POLE + LANE BR	1		\$57.60	
63	OS PDI SO WIP			1		\$117.87	
64	OS PDI SO WIP			105			
65	OS PDI SO WIP						\$94,423.38
66	OS PDI SO WIP						
67	OS PDI WO ASSY	180955-101	CABLE ASSEMBLY, POWER AND CONTROL, DOOR	1		\$2.55	
68	OS PDI WO ASSY	170116-101	KIT, DETECTION, FIRE	1		\$6,102.03	
69	OS PDI WO ASSY	190084-101	CABLE ASSEMBLY, 24VDC POWER AND CONTROL	1		\$8.86	
70	OS PDI WO ASSY	210378-107	ASSY, FAN TRAY, 48 VDC, HQ SERIES	111		\$56.32	
71	OS PDI WO ASSY	211463-101	**REV X** ASSY, CHASSIS, MOUNT, EXTRAC TO	1		\$226.65	
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PATENT

REEL: 024515 FRAME: 0421

CMAS#	Location	Part#	Description	Qty	Unit	Notes
121	OS PDI WO WIP	110480-401	TUBE 1/4 in. OD COPPER	5	50 LB	\$6.41
122	OS PDI WO WIP	211094-401	**REV X** PLATE, INSULATOR, PCA BUS, OON	16	\$28.78	\$460.48
123	OS PDI WO WIP	211438-101	**REV X** SHROUD, AIR INTAKE, FOREST	1	\$183.63	\$183.63
124	OS PDI WO WIP	211441-101	**REV X** GASKET, SHROUD, AIR INTAKE, IC	1	\$144.40	\$144.40
125	OS PDI WO WIP	211648-401	**REV X** 8 REIN EMI SHIELD, EXHAUST FA	1	\$153.95	\$153.95
126	OS PDI WO WIP	110294-101	VALVE 2 in. BALL, 2-WAY, ENCAPULATED	1	\$640.75	\$640.75
127	OS PDI WO WIP	211094-401	**REV X** PLATE, BACKER BUS, VALVE	16	\$7.69	\$123.04
128	OS PDI WO WIP	211094-401	DISTRIBUTOR, VENTILATED HUMIDIFIER	1	\$346.80	\$346.80
129	OS PDI WO WIP	211118-101	**REV X** HOUSING, EXHAUST FAN, FOREST	1	\$293.05	\$293.05
130	OS PDI WO WIP	121343-402	BOX, 10 in. X 10 in. X 4 in. DEEP, NEMA	1	\$16.14	\$16.14
131	OS PDI WO WIP	121378-101	FAN, 280 MM X 280 MM, 60 VAC	1	\$272.34	\$272.34
132	OS PDI WO WIP	110507-101	COUPLING, 1/4 in. OD X 3/8 in. FIP, W/1	1	\$2.60	\$2.60
133	OS PDI WO WIP	211088-401	**REV X** CABLE, POWER, PARALLEL, CARRIA	16	\$38.65	\$618.40
134	OS PDI WO WIP	211094-401	**REV X** FOAM, SEAL, FRONT, PLENUM	10	\$39.69	\$396.90
135	OS PDI WO WIP	211203-101	**REV X** BRACKET, MOUNTING, SAFETY PANI	2	\$40.93	\$81.86
136	OS PDI WO WIP	211086-101	**REV X** BAR, SUPPORTING, SKIRT, 36 in.	2	\$192.00	\$384.00
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State of Delaware - Division of Corporations

UNIFORM COMMERCIAL CODE FILING SHEET

Delaware Registered Agent UCC Cover Memo

Priority 1
(One Hr.)Priority 2
(Two Hr.)Priority 3
(Same Day)Priority 4
(24 Hour)Priority 5
(Must Approval)Priority 6
(Reg. Approval)Priority 7
(Reg. Work)REQUESTOR NAME LexisNexis Document Solutions DATE SUBMITTED 01/15/2010ADDRESS 2711 Centerville RoadWilmington, DE 19808ATTN. Veronica Barbee ext. 3449PHONE 302-636-5401

NAME of COMPANY/ENTITY

(Debtor) 2009 0716826

TRUST FORMED ON _____

TRUST NAME/NUMBER IDENTIFIER _____

FILING NUMBER(UCC-3 ONLY) 2009 0716826TYPE OF DOCUMENT UCC3FILER'S NUMBER 6283522 1

SRV # _____

FOR UCC FILING ONLY

BASE FEE

\$ _____

SPECIAL SERVICE FEE

\$ _____

OTHER

\$ _____

TOTAL \$ _____

METHOD of RETURN

☐ MESSENGER/PICKUP
☐ REMOTE PRINTED
☐ EXPRESS MAIL Select

☐ REGULAR MAIL _____
☐ FAX No. _____
☒ OTHER Email _____

COMMENTS/FILING INSTRUCTIONS

VNS 253247 002

AGENT USE ONLY

INSTRUCTIONS

1. Fill shade in the required Priority square using a dark pencil or marker, staying within the square.
2. Each request must be submitted as a separate item, with its own filing sheet as the FIRST PAGE.