

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT3113288

|                                   |   |
|-----------------------------------|---|
| <b>SUBMISSION TYPE:</b>           | NEW ASSIGNMENT                                    |
| <b>NATURE OF CONVEYANCE:</b>      | SECURITY AGREEMENT                                |
| <b>CONVEYING PARTY DATA</b>       |   |
| <b>Name</b>                       | <b>Execution Date</b>                             |
| ALIGNED ENERGY, LLC               | 11/13/2014  |
| KARBON ENGINEERING, LLC           | 11/13/2014  |
| ENERGY METRICS, LLC               | 11/13/2014  |
| INERTECH IP, LLC                  | 11/13/2014  |
| <b>RECEIVING PARTY DATA</b>       |   |
| <b>Name:</b>                      | TELL/AE LENDER, LLC                               |
| <b>Street Address:</b>            | ONE ALLIANCE CENTER, 3500 LENOX RD. NE, SUITE 650 |
| <b>City:</b>                      | ATLANTA   |
| <b>State/Country:</b>             | GEORGIA   |
| <b>Postal Code:</b>               | 30326   |
| <b>PROPERTY NUMBERS Total: 27</b> |   |
| <b>Property Type</b>              | <b>Number</b>                                     |
| Patent Number:                    | 8254124   |
| Application Number:               | 13596798  |
| Patent Number:                    | 8297067   |
| Patent Number:                    | 8601827   |
| Patent Number:                    | 8305757   |
| Application Number:               | 13517089  |
| Application Number:               | 13885525  |
| Application Number:               | 13517092  |
| Application Number:               | 13821623  |
| Application Number:               | 14050324  |
| Application Number:               | 14216005  |
| Patent Number:                    | D686999   |
| Patent Number:                    | D709465   |
| Patent Number:                    | D690802   |
| Application Number:               | 29449647  |
| Application Number:               | 61801381  |
| Application Number:               | 61798270  |
| Application Number:               | 61875640  |

PATENT

| Property Type       | Number   |
|---------------------|----------|
| Application Number: | 61893848 |
| Application Number: | 61900602 |
| Application Number: | 14481904 |
| Application Number: | 14534957 |
| Application Number: | 14520322 |
| Application Number: | 14473395 |
| Application Number: | 62061524 |
| Application Number: | 62066672 |
| Application Number: | 13338939 |

#### 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.*

**Email:** michael.barys@thomsonreuters.com  
**Correspondent Name:** JAMES MURRAY  
**Address Line 1:** 4400 EASTON COMMONS WAY SUITE 125  
**Address Line 2:** CT LIEN SOLUTIONS  
**Address Line 4:** COLUMBUS, OHIO 43219

|                           |                    |
|---------------------------|--------------------|
| <b>NAME OF SUBMITTER:</b> | JAMES MURRAY       |
| <b>SIGNATURE:</b>         | /Michael Barys TR/ |
| <b>DATE SIGNED:</b>       | 11/18/2014         |

**Total Attachments: 10**

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## PATENT SECURITY AGREEMENT

THIS PATENT SECURITY AGREEMENT (this "Agreement") dated as of November 13, 2014, is made by and between **ALIGNED ENERGY, LLC**, a Delaware limited liability company ("Aligned Energy"), **INERTECH IP, LLC**, a Delaware limited liability company ("Inertech IP"), **KARBON ENGINEERING, LLC**, a Delaware limited liability company ("Karbon Engineering"), and **ENERGY METRICS, LLC**, a Delaware limited liability company ("Energy Metrics") (each individually a "Debtor" and collectively the "Debtors"), and **TELL/AE LENDER, LLC**, a Delaware limited liability company (the "Lender").

The Debtors, Inertech LLC, a Delaware limited liability company ("Inertech"), and Energy Metrics Canada ULC, a Nova Scotia company with unlimited liability ("Energy Metrics Canada") (each individually a "Borrower" and collectively the "Borrowers") and the Lender are parties to a Credit Agreement dated as of November 13, 2014 (as amended, modified, renewed or extended from time to time, the "Credit Agreement").

The Debtors and the Lender are also parties to a Security Agreement dated as of November 13, 2014 (the "Security Agreement") pursuant to which the Debtors granted a security interest to Lender in the Patent Collateral (as defined below) and are required to execute and deliver this Agreement.

Accordingly, in consideration of the foregoing and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement or, if not defined therein, in the Credit Agreement.

(a) "Patent Rights" means patents, patent applications, divisions, continuations, continuations-in-part, reissues, renewals, extensions, supplementary protection certificates, utility models, and the like of such patents and patent applications, and foreign counterparts and equivalents thereof.

2. GRANT OF SECURITY INTEREST IN PATENT COLLATERAL. As security for the payment and performance of the Secured Obligations, each Debtor hereby grants to the Lender a security interest in all of such Debtor's right, title and interest in, to and under the following, wherever located and whether now existing or owned or hereafter acquired or arising (collectively, the "Patent Collateral"):

(a) all of its Patent Rights, including those referred to on Schedule I;

(b) all products and Proceeds of the foregoing, including all rights to sue for past, present or future infringement thereof, all rights arising therefrom and pertaining thereto.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Patent Security Agreement are granted in conjunction with the security interests granted to Lender pursuant to the Security Agreement. Each Debtor hereby acknowledges and affirms that the rights and remedies of Lender with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the Security Agreement and this Patent Security Agreement, the Security Agreement shall control.

4. COUNTERPARTS. This Patent Security Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same instrument. In proving this Patent Security Agreement or any other Loan Document in any judicial proceedings, it shall not be necessary to produce or account for more than one such counterpart signed by the party against whom such enforcement is sought. Any signatures delivered by a party by facsimile transmission or by e-mail transmission shall be deemed an original signature hereto.

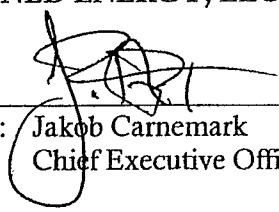
5. CONSTRUCTION. Unless the context of this Patent Security Agreement or any other Loan Document clearly requires otherwise, references to the plural include the singular, references to the singular include the plural, the terms "includes" and "including" are not limiting, and the term "or" has, except where otherwise indicated, the inclusive meaning represented by the phrase "and/or." The words "hereof," "herein," "hereby," "hereunder," and similar terms in this Patent Security Agreement or any other Loan Document refer to this Patent Security Agreement or such other Loan Document, as the case may be, as a whole and not to any particular provision of this Patent Security Agreement or such other Loan Document, as the case may be. Section, subsection, clause, schedule, and exhibit references herein are to this Patent Security Agreement unless otherwise specified. Any reference in this Patent Security Agreement or in any other Loan Document to any agreement, instrument, or document shall include all alterations, amendments, changes, extensions, modifications, renewals, replacements, substitutions, joinders, and supplements, thereto and thereof, as applicable (subject to any restrictions on such alterations, amendments, changes, extensions, modifications, renewals, replacements, substitutions, joinders, and supplements set forth herein).

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Debtors have caused this Patent Security Agreement to be executed and delivered by their duly authorized officer as of the date first set forth above.

**DEBTORS:**

**ALIGNED ENERGY, LLC**

By:   
Name: Jakob Carnemark  
Title: Chief Executive Officer

**INERTECH IP LLC**

By: \_\_\_\_\_  
Name: Earl Keisling  
Title: Sole Manager

**KARBON ENGINEERING, LLC**

By: \_\_\_\_\_  
Name: Earl Keisling  
Title: Sole Manager

**ENERGY METRICS, LLC**

By: \_\_\_\_\_  
Name: Earl Keisling  
Title: Sole Manager

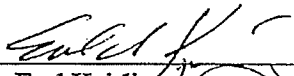
IN WITNESS WHEREOF, the Debtors have caused this Patent Security Agreement to be executed and delivered by their duly authorized officer as of the date first set forth above.

**DEBTORS:**

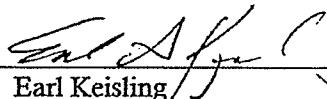
**ALIGNED ENERGY, LLC**

By: \_\_\_\_\_  
Name: Jakob Carnemark  
Title: Chief Executive Officer

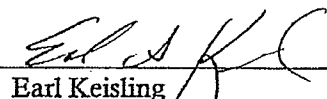
**INERTECH IP LLC**

By:  \_\_\_\_\_  
Name: Earl Keisling  
Title: Sole Manager

**KARBON ENGINEERING, LLC**

By:  \_\_\_\_\_  
Name: Earl Keisling  
Title: Sole Manager

**ENERGY METRICS, LLC**

By:  \_\_\_\_\_  
Name: Earl Keisling  
Title: Sole Manager

ACCEPTED AND ACKNOWLEDGED BY:

TELL/AE LENDER, LLC

A handwritten signature in cursive script, appearing to read "James R. Fultz".

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

Name: James Fultz

Title: Manager

**Patent Property of Inertech IP LLC.<sup>1</sup>**  
**Due Diligence – Acquisition of Aligned Energy, LLC.**  
**18 November 2014**  
**Cowan Liebowitz & Latman - Due Diligence**

| <b>Invention / Title</b>   | <b>U.S. Patent (if issued) or Publication (if pending)</b> | <b>Country</b> | <b>Application No. (filed)</b> | <b>Status</b>           | <b>Claims priority for:</b> | <b>Inventors / Ownership Review</b>   | <b>Notes</b> |
|--|--|----------------|--------------------------------|-------------------------|-----------------------------|---|--------------|
| (1) Space-saving High-Density Modular Data Systems and Energy-Efficient Cooling Systems <sup>2</sup> | Publ. US20120133256  | U.S.           | 13/338,939<br>(12/28/11)       | Pending<br>(unexamined) | CIP of PCT/US11/41710       | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |              |
|  | U.S. Patent 8254124  | U.S.           | 13/338,987<br>(12/28/11)       | Patented                | CIP of PCT/US11/41710       | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |              |
|  | Publ. US20120318492  | U.S.           | 13/596,798<br>(8/28/12)        | Pending                 | Cont. of 13/338,987 above   | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |              |
|  | U.S. Patent 8297067  | U.S.           | 13/339,044<br>(12/28/11)       | Patented                | CIP of PCT/US11/41710       | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |              |
|  | U.S. Patent 8601827  | U.S.           | 13/662,636<br>(10/29/12)       | Patented                | Cont. of 13/339,044 above   | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |              |
|  | U.S. Patent 8305757  | U.S.           | 13/339,091<br>(12/28/11)       | Patented                | CIP of PCT/US11/41710       | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |              |

<sup>1</sup> The information in this table is based on data supplied by counsel to Tellurian and publicly available records of the U.S. Patent & Trademark Office and other governmental patent offices. It is noted that applications that have not yet been officially “published” are unavailable to the public.

<sup>2</sup> “Active Patent Filings” are numbered in this column. An active patent filing is a group that includes at least one pending or issued patent. In addition, design patent filings are not included since design patents do not give functional protection, but are limited to covering only the appearance (i.e., ornamentation) of the subject matter.



| <b>Invention / Title</b>  | <b>U.S. Patent (if issued) or Publication (if pending)</b> | <b>Country</b> | <b>Application No. (filed)</b> | <b>Status</b>        | <b>Claims priority to:</b>  | <b>Inventors /Ownership Review</b>  | <b>Notes</b> |
|---|--|----------------|--------------------------------|----------------------|---|---|--------------|
| (2) Systems and Methods for Cooling Electronic Equipment  | Publ. US20120279684 (publ. 11/8/12)                        | U.S.           | 13/517,089 (6/19/12)           | Pending              | Nat'l phase of PCT/US11/43893   | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |              |
| (3) Energy-efficient Uninterruptible Electrical Distribution Systems and Methods                  | Publ. US20140101462 (pub. 4/10/14)                         | U.S.           | 13/885,525 (8/6/13)            | Pending (Unexamined) | Nat'l phase of PCT/US11/60874   | Inventor: Jeff Rose; Milan Ilie<br><b>No Assignment from Inventors Recorded</b><br>Security Interest to Jabli Circuit, Inc.                                     |              |
| (4) Modular IT Rack Cooling Assemblies and Methods for Assembling Same                            | Publ. US20120300391 (publ. 11/29/12)                       | U.S.           | 13/517,092 (6/19/12)           | Pending              | Nat'l phase of PCT/US11/67685   | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |              |
| (5) Systems and Methods for Cooling Electronic Equipment  | Publ. US20140311169 (pub. 10/23/14)                        | U.S.           | 13/821,623 (6/25/13)           | Pending (Unexamined) | Nat'l phase of PCT/US12/37858   | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>(No security interest recorded)          |              |
| (6) Cooling System, including a Controlled Atmospheric Heat Rejection Cycle with Water Re-Capture | Publ. US20140095562 (published 4/10/14)                    | U.S.           | 14/050,324 (10/9/13)           | Pending (Unexamined) | US61/711,273 (10/9/12)<br>US61/747,202 (12/28/12)<br>US61/801,966 (3/15/13) | Inventors: Gerald McDonnell; Earl Keisling<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc.                |              |
| (7) Systems and Assemblies for Cooling Server Racks   | Publ. US20140285965 (published 9/25/14)                    | U.S.           | 14/216,005 (3/17/2014)         | Pending (Unexamined) | US61/802,267 (3/15/13)  | <b>No Assignments Recorded</b><br>Applicant (& owner of record) of U.S. Application are the inventors (Inertech is NOT mentioned)                               |              |
| Panel for Electronic Equipment (Design Protection)  | U.S. Design Patent D686,999 (issued 10/1/2013)             | U.S.           | 29/414,697 (3/2/12)            | Patented             | none  | Inventors: Earl Keisling; John Costakis; Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |              |

| <u>Invention / Title</u>  | <u>U.S. Patent (if issued) or Publication (if pending)</u> | <u>Country</u>      | <u>Application No. (filed)</u> | <u>Status</u>  | <u>Claims priority to:</u>                            | <u>Inventors / Ownership Review</u>   | <u>Notes</u>                    |
|---|--|---------------------|--------------------------------|----------------|---|---|---------------------------------|
|   | U.S. Design Patent D709,465 (Issued 7/22/2014)             | U.S.                | 29/455,941 (5/28/13)           | Patented       | Cont. of 29/414,697                                   | Inventors: Earl Keisling, John Costakis, Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>(No security interest recorded)          |                                 |
| Coolant Distribution Unit Housing<br>(Design Protection)  | U.S. Design Patent D690,802 (Issued 10/1/2013)             | U.S.                | 29/414,699 (3/2/12)            | Patented       | none  | Inventors: Earl Keisling, John Costakis, Gerald McDonnell<br>Assignment Recorded to Inertech IP LLC (all inventors)<br>Security Interest to Jabli Circuit, Inc. |                                 |
| Enclosure System for Cooling Server Racks<br>(Design Protection)  | unpublished  | U.S.                | 29/449,647 (3/15/13)           | Pending        | none  | <u>Need Patent Assignment from Inventors</u>  |                                 |
| High Power Zero Current Transition Converter for High Frequency Operation   | Unpublished  | U.S.<br>Provisional | US61/801,381 (3/15/13)         | <u>Expired</u> |   |   | Follow-up application(s) filed? |
| Hybrid Distribution Topology for Use with Fuel Cells  | Unpublished  | U.S.<br>Provisional | US61/798,270 (3/15/13)         | <u>Expired</u> |   |   | Follow-up application(s) filed? |
| Medium Voltage Static Synchronous Compensator (STATCOM)<br>Uninterruptible Power Supply (UPS) for Active and Reactive Power | Unpublished  | U.S.<br>Provisional | US61/875,640 (9/9/13)          | <u>Expired</u> |   |   | Follow-up application(s) filed? |
| Data Center Cooling System Using Two Cooling Circuits   | Unpublished  | U.S.<br>Provisional | US61/893,848 (10/21/13)        | <u>Expired</u> |   | Inventor: Zhang (as identified in the document "Inventors Patents-Contracts.xlsx"   | Follow-up application(s) filed? |
| Cooling System Using Two Circuits with Water Flow in Series and Counter Flow Arrangement                                    | Unpublished  | U.S.<br>Provisional | US61/900,602 (11/6/13)         | <u>Expired</u> |   | Inventor: Zhang (as identified in the document "Inventors Patents-Contracts.xlsx"   | Follow-up application(s) filed? |
|   | Unpublished  | U.S.                | US14/481,904 (9/9/14)          | Pending        | US61/875,640 (Based on client provided docket number) | Inventor:   |                                 |

| <u>Invention / Title</u>  | <u>U.S. Patent (if issued) or Publication (if pending)</u> | <u>Country</u> | <u>Application No. (filed)</u> | <u>Status</u> | <u>Claims priority to:</u>                               | <u>Inventors / Ownership Review</u>   | <u>Notes</u> |
|---|--|----------------|--------------------------------|---------------|--|---|--------------|
|   | Unpublished  | U.S.           | US14/534,937<br>(11/6/14)      | Pending       | US61/900,602 (Based on client provided docket number)    | Inventor:   |              |
|   | Unpublished  | U.S.           | US14/520,322<br>(10/21/14)     | Pending       | US61/893,848<br>(Based on client provided docket number) | Inventor:   |              |
| Air Flow Distribution System for Data Center Server Racks   | Unpublished  | U.S.           | US14/473,395<br>(8/29/2014)    | Pending       |  | Owner/Applicant: Inertech IP LLC.<br>Inventors: Earl Keisling; John Costakis; McDonnell |              |
| High Efficiency Data Center Cooling System  | Unpublished  | U.S.           | US62/061,524<br>(10/8/2014)    | Pending       |  | Owner/Applicant: Inertech IP LLC.<br>Inventors: John Costakis; Zhang                    |              |
| Novel DSP Based Space Vector PWM Controller Algorithm for a Five-Level Diode Clamped Inverter for DCSTATCOM with Battery Energy Storage and Multi-Level MVUPS | Unpublished  | U.S.           | US/62/066,672<br>(10/21/2014)  | Pending       |  | Owner/Applicant: Inertech IP LLC.<br>Inventors: Mondal                                  |              |
|   |  |                |                                |               |  |   |              |
|   |  |                |                                |               |  |   |              |

PATENT

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RECORDED: 11/18/2014