

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
RAPID7 LLC		12/27/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	SILICON VALLEY BANK
Street Address:	275 Grove Street, Suite 2-200
City:	Newton
State/Country:	MASSACHUSETTS
Postal Code:	02466
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Serial Number:	86087045	METASPLOIT
Registration Number:	3090421	METASPLOIT
Serial Number:	86087063	NEXPOSE
Registration Number:	3739921	NEXPOSE
Serial Number:	86087016	RAPID7
Registration Number:	3611017	RAPID7
Registration Number:	4288113	SECURITYSTREET

**CORRESPONDENCE DATA**

Fax Number: 8004947512  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 202-370-4761  
 Email: ipteam@nationalcorp.com  
 Correspondent Name: Joanna McCall  
 Address Line 1: 1025 Vermont Ave NW, Suite 1130

OP \$190.00 86087045

Address Line 2: National Corporate Research, Ltd.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F147790
NAME OF SUBMITTER:	Janet S. Wamsley
Signature:	/Janet S. Wamsley/
Date:	12/30/2013

Total Attachments: 15  
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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement ("Agreement") is entered into as of December 27, 2013 by and between **SILICON VALLEY BANK**, a California corporation, with a loan production office located at 275 Grove Street, Suite 2-200, Newton, Massachusetts 02466 ("Bank") and **RAPID7 LLC**, a Delaware limited liability company, with its principal place of business at 800 Boylston Street, Prudential Tower, 29<sup>th</sup> Floor, Boston, Massachusetts 02199 ("Grantor").

### RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodations to Grantor and Rapid7, Inc., a Delaware corporation (together with Grantor, jointly and severally, individually and collectively "Borrower") (the "Loans") in the amounts and manner set forth in that certain Subordinated Loan and Security Agreement by and among Bank and Borrower dated as of the date hereof (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Borrower, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in its Copyrights, Trademarks, Patents, and Mask Works (as each term is described below) to secure the obligations of Borrower under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of Borrower's obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

### AGREEMENT

1. Grant of Security Interest. To secure Borrower's obligations under the Loan Agreement, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its intellectual property (all of which shall collectively be called the "Intellectual Property Collateral"), including, without limitation, the following:

(a) Any and all copyright rights, copyright applications, copyright registrations and like protections in each work of 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, including without limitation those set forth on Exhibit A attached hereto (collectively, the "Copyrights");

(b) Any and all trade secrets, and any and all intellectual property rights in computer software and computer software products now or hereafter existing, created, acquired or held;

(c) Any and all design rights that may be available to Grantor now or hereafter existing, created, acquired or held;

(d) All patents, patent applications and like protections including, without limitation, improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same, including without limitation the patents and patent applications set forth on Exhibit B attached hereto (collectively, the "Patents");

(e) Any 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 Grantor connected with and symbolized by such trademarks, including without limitation those set forth on Exhibit C attached hereto (collectively, the "Trademarks");

(f) All mask works or similar rights available for the protection of semiconductor chips, now owned or hereafter acquired, including, without limitation those set forth on Exhibit D attached hereto (collectively, the "Mask Works");

(g) Any and all claims for damages by way of past, present and future infringements 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) All 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) All amendments, extensions, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) All 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.

2. Recordation. Grantor authorizes the Commissioner for Patents, the Commissioner for Trademarks and the Register of Copyrights and any other government officials to record and register this Agreement upon request by Bank.

3. Loan Documents. This Agreement has been entered into pursuant to and in conjunction with the Loan Agreement, which is hereby incorporated by reference. The provisions of the Loan Agreement shall supersede and control over any conflicting or inconsistent provision herein. The rights and remedies of Bank with respect to the Intellectual Property Collateral are as provided by the Loan Agreement and related documents, and nothing in this Agreement shall be deemed to limit such rights and remedies.

4. Execution in Counterparts. This Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page to this Agreement by facsimile or in electronic (i.e., "pdf" or "tif" format) shall be effective as delivery of a manually executed counterpart of this Agreement.

5. Successors and Assigns. This Agreement will be binding on and shall inure to the benefit of the parties hereto and their respective successors and assigns.

6. Governing Law. This Agreement and any claim, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Agreement and the transactions contemplated hereby and thereby shall be governed by, and construed in accordance with, the laws of the United States and the Commonwealth of Massachusetts, without giving effect to any choice or

conflict of law provision or rule (whether of the Commonwealth of Massachusetts or any other jurisdiction).

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

[Signature page follows.]

GRANTOR:

RAPID7 LLC

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

Title: Chief Financial Officer

BANK:

SILICON VALLEY BANK

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

Title: \_\_\_\_\_

GRANTOR:

RAPID7 LLC

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

Title: \_\_\_\_\_

BANK:

SILICON VALLEY BANK

By: *Clayton R. Gini*

Title: *Vice President*

EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
NeXpose v. 4.8. Computer program	Reg. No. TX0007387737	Registered 7/20/11



EXHIBIT B

Patents

<u>Description</u>	<u>Patent Number</u>	<u>Patent Date</u>
APPLIANCE FACEPLATE - THE ORNAMENTAL DESIGN FOR AN APPLIANCE FACEPLATE	US D631,022	01/18/2011

Patent Applications

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
SYSTEMS AND METHODS FOR DETERMINING COMPLIANCE OF REFERENCES IN A WEBSITE	12819510	6/21/2010
METHODS AND SYSTEMS FOR PROVIDING A FRAMEWORK TO TEST THE SECURITY OF COMPUTING SYSTEMS OVER A NETWORK	13418918	3/13/2012
METHODS AND SYSTEMS FOR TESTING AND ANALYZING VULNERABILITIES OF COMPUTING SYSTEMS BASED ON EXPLOITS OF THE VULNERABILITIES	12750031	3/30/2010
METHODS AND SYSTEMS FOR PROVIDING RECOMMENDATIONS TO ADDRESS SECURITY VULNERABILITIES IN A NETWORK OF COMPUTING SYSTEMS	13009259	1/19/2011
METHODS AND SYSTEMS FOR INTEGRATING RECONNAISSANCE WITH SECURITY ASSESSMENTS FOR COMPUTING NETWORKS	12980524	12/29/2010
SYSTEMS AND METHODS FOR IDENTIFYING VIRTUAL MACHINES IN A NETWORK	13218606	8/26/2011
SYSTEMS AND METHODS FOR PERFORMING VULNERABILITY SCANS ON VIRTUAL MACHINES	13218705	8/26/2011
METHODS AND SYSTEMS FOR IMPROVED RISK SCORING OF VULNERABILITIES	13298586	11/17/2011
Methods and Systems for Passively Detecting Security Levels in Client Devices	13771943	2/20/2013
Systems and Methods for Assessing Security for a Network of Assets and Providing Recommendations	13899093	5/21/2013
Systems and Methods for Providing an Objective Security Score for a Network of Assets	13899117	5/21/2013

MONITORING AND PRIORITIZING NETWORK COMMUNICATIONS FOR MESSAGING CONCERNING SELECTED SUBJECTS	13757952	2/4/2013
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EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
<p><b>METASPLOIT</b></p> <p>Class 41: Educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses</p> <p>Class 45: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations</p>	<p>United States</p> <p>Application No. 86087045</p>	<p>Filed 10/9/13</p>
<p><b>METASPLOIT</b></p> <p>Class 9: Computer software for network security scanning and vulnerability exploitation</p>	<p>United States</p> <p>Registration No. 3090421</p>	<p>Registered 5/9/06</p>
<p><b>NEXPOSE</b></p> <p>Class 41: Educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses</p> <p>Class 45: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations</p>	<p>United States</p> <p>Application No. 86087063</p>	<p>Filed 10/9/13</p>
<p><b>NEXPOSE</b></p> <p>Class 9: Computer software for network and application security, namely, software used for vulnerability management, vulnerability assessment, policy compliance, and remediation management</p>	<p>United States</p> <p>Registration No. 3739921</p>	<p>Registered 1/19/10</p>
<p><b>RAPID7</b></p> <p>Class 41: Educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses</p> <p>Class 45: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, an educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online coursesd [sic] remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize</p>	<p>United States</p> <p>Application No. 86087016</p>	<p>Filed 10/9/13</p>

remediations		
<b>RAPID7</b> Class 9: Computer software for network and information technology security; computer software for network monitoring and performance management solutions; computer software that provides vulnerability management, risk assessment and policy compliance solutions	United States Registration No. 3611017	Registered 4/28/09
<b>SECURITYSTREET</b> Class 41: Online electronic publishing of text and graphic works of others featuring information regarding internet security; providing a website for professionals in the security business featuring blogs in the field of computer and internet security	United States Registration No. 4288113	Registered 2/12/13
<b>METASPLOIT</b> Class 9: Computer software for network security and vulnerability exploitation  Class 41: Educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses  Class 45: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations	Australia Application No. 1592296	Filed 11/20/13
<b>NEXPOSE</b> Class 9: Computer software for network and application security, namely, software used for vulnerability management, vulnerability assessment, policy compliance, and remediation management  Class 41: Educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses  Class 45: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations	Australia Application No. 1592295	Filed 11/20/13
<b>RAPID7</b> Class 9: Computer software for network and information technology security; computer software for network monitoring and performance management solutions; computer software that provides vulnerability management, risk assessment and policy compliance solutions  Class 41: Educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses  Class 45: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision	Australia Application No. 1592294	Filed 11/20/13

of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations		
<b>SECURITYSTREET</b> Class 41: Online electronic publishing of text and graphic works of others featuring information regarding Internet security; publication via a website of materials for professionals involved in the fields of computer and internet security	Australia Registration No. 1517209	Registered 9/28/12
<b>SECURITYSTREET</b> Services: Online electronic publishing of text and graphic works of others featuring information regarding internet security; providing a website for professionals in the security business featuring blogs in the field of computer and internet security	Canada Application No. 1596153	Filed 9/27/12
<b>METASPLOIT</b> Class 9: Computer software for network security and vulnerability exploitation Class 41: Educational services and training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses Class 42: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations	European Union Application No. 12329173	Filed 11/20/13
<b>NEXPOSE</b> Class 9: Computer software for network and application security; computer software used for vulnerability management, vulnerability assessment, policy compliance, and remediation management Class 41: Educational services and training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses Class 42: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations	European Union Application No. 12329389	Filed 11/20/13
<b>RAPID7</b> Class 9: Computer software for network and information technology security; computer software for network monitoring and performance management solutions; computer software that provides vulnerability management, risk assessment and policy compliance solutions Class 42: Technical support services for computer software; consulting and testing services relating to computer system vulnerabilities	European Union Registration No. 7048507	Registered 8/28/09

<p>RAPID7</p> <p>Class 9: Computer software for network and information technology security; computer software for network monitoring and performance management solutions; computer software that provides vulnerability management, risk assessment and policy compliance solutions</p> <p>Class 41: Educational services and training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses</p> <p>Class 42: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations</p>	<p>European Union</p> <p>Application No. 12329074</p>	<p>Filed 11/20/13</p>
<p>SECURITYSTREET</p> <p>Class 41: Online electronic publishing of text and graphic works of others featuring information regarding internet security</p> <p>Class 42: Providing a website for professionals in the security business featuring blogs in the field of computer and internet security</p>	<p>European Union</p> <p>Registration No. 11222544</p>	<p>Registered 2/26/13</p>
<p>METASPLOIT</p> <p>Class 9: Computer software for network security scanning and vulnerability exploitation</p> <p>Class 41: Educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses</p> <p>Class 45: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations</p>	<p>Singapore</p> <p>Application No. T1319006A</p>	<p>Filed 11/22/13</p>
<p>NEXPOSE</p> <p>Class 9: Computer software for network and application security, namely, software used for vulnerability management, vulnerability assessment, policy compliance, and remediation management</p> <p>Class 41: Educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses</p> <p>Class 45: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediations</p>	<p>Singapore</p> <p>Application No. T1319009F</p>	<p>Filed 11/22/13</p>
<p>RAPID7</p> <p>Class 9: Computer software for network and information technology</p>	<p>Singapore</p> <p>Application No.</p>	<p>Filed 11/22/13</p>

<p>security; computer software for network monitoring and performance management solutions; computer software that provides vulnerability management, risk assessment and policy compliance solutions</p> <p>Class 41: Educational services, namely, training in the field of computer and internet security risk assessment, including classroom training, webinars and online courses</p> <p>Class 45: Implementation of computer software for network and application security including vulnerability exploitation, vulnerability management and assessment, and remediation management; provision of information in the field of computer and internet security risk; consultation in the field of computer and internet security risks; computer and internet security testing services to determine and identify risks and help to prioritize remediation</p>	T1319010Z	
<p><b>METASPLOIT</b></p> <p>Class 9: Computer software; computers software for network and it safety; computers software for network monitoring and performance management solutions; computers software for dilute job management, risk assessment services and ~policy~ compliance solutions</p> <p>Class 41: Instruction; training; education and tuition, namely, providing of training in the field of assessment by computers and internet security risks, including teaching, webinar and on-line courses; electronical publication on-line by text and graphic work others featuring information relating internet safety; providing a website for professionals in security fields featuring ~blogs~ in the field of the computers and internet safety</p> <p>Class 45: Security services for the protective by fact value or persons; implementation by computers software for network and usage safety, including dilute job exploitation, dilute job management and assessment and defect remedying; supply by information concerning the computers and internet security risks; advisory in the field of computers and internet security risks; computer- and internet security test services to determination and identification by risks and to assist the ~priorisierung~ by defect remedying.</p>	<p>Switzerland</p> <p>Application No. 63949/2013</p>	<p>Filed 11/20/13</p>
<p><b>NEXPOSE</b></p> <p>Class 9: Computer software; computers software for network and it safety; computers software for network monitoring and performance management solutions; computers software for dilute job management, risk assessment services and ~policy~ compliance solutions</p> <p>Class 41: Instruction; training; education and tuition, namely, providing of training in the field of assessment by computers and internet security risks, including teaching, webinar and on-line courses; electronical publication on-line by text and graphic work others featuring information relating internet safety; providing a website for professionals in security fields featuring ~blogs~ in the field of the computers and internet safety</p> <p>Class 45: Security services for the protective by fact value or persons; implementation by computers software for network and usage safety, including dilute job exploitation, dilute job management and assessment and defect remedying; supply by information concerning the computers and internet security risks; advisory in the field of computers and internet security risks; computer- and internet security test services to determination and identification by risks and to assist</p>	<p>Switzerland</p> <p>Application No. 63947/2013</p>	<p>Filed 11/20/13</p>

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<p>RAPID 7</p> <p>Class 9: Computer software; computers software for network and it safety; computers software for network monitoring and performance management solutions; computers software for dilute job management, risk assessment services and ~policy~ compliance solutions</p> <p>Class 41: Instruction; training; education and tuition, namely, providing of training in the field of assessment by computers and internet security risks, including teaching, webinare and on-line courses; electronical publication on-line by text and graphic work others featuring information relating internet safety; providing a website for professionals in security fields featuring ~blogs~ in the field of the computers and internet safety</p> <p>Class 45: Security services for the protective by fact value or persons; implementation by computers software for network and usage safety, including dilute job exploitation, dilute job management and assessment and defect remedying; supply by information concerning the computers and internet security risks; advisory in the field of computers and internet security risks; computer- and internet security test services to determination and identification by risks and to assist the ~priorisierung~ by defect remedying</p>	<p>Switzerland</p> <p>Application No. 63946/2013</p>	<p>Filed 11/20/13</p>



EXHIBIT D

Mask Works

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>

1639119.1  
1643915.1

185160 v1/BN