

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM470183

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RACKSPACE US, INC.		04/16/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	CITIBANK, N.A.		
Street Address:	388 GREENWICH STREET		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	BANK: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5362841	YOUR CLOUDS. OUR EXPERTISE.	
CORRESPONDENCE DATA			
Fax Number:			
	<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>		
Email:	dlaker@paulweiss.com, aspoto@paulweiss.com, dewilliams@paulweiss.com		
Correspondent Name:	Danielle G. Laker		
Address Line 1:	Paul Weiss Rifkind Wharton & Garrison LLP		
Address Line 2:	1285 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10019-6064		
ATTORNEY DOCKET NUMBER:	30137-001		
NAME OF SUBMITTER:	Danielle Laker		
SIGNATURE:	/Danielle Laker/		
DATE SIGNED:	04/17/2018		
Total Attachments: 5			
source=(11996906_3) Rackspace - Supplemental Notice of Grant of Security Interest in TMs (Executed)#page1.tif			
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CH \$40.00 5362841

Supplemental Notice of Grant of Security Interest in Trademarks

SUPPLEMENTAL NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of April 16, 2018 (this "Notice"), made by RACKSPACE US, INC., a Delaware corporation (the "Pledgor"), in favor of CITIBANK, N.A., as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement (First Lien), dated as of November 3, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among Rackspace Hosting, Inc. (the "Borrower"), as successor by merger to Inception Merger Sub Inc., each subsidiary of the Borrower identified therein and Citibank, N.A., as collateral agent (together with its successors and assigns in such capacity, the "Collateral Agent") for the Secured Parties (as defined therein). The parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Notice and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Notice.

SECTION 2. Grant of Security Interest. As security for the payment and performance, as applicable, in full of the Secured Obligations, the Pledgor pursuant to the Collateral Agreement did, and hereby does, assign and pledge to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of such Pledgor's right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the "Trademark Collateral"):

all Trademarks, including those listed on Schedule I;

provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any "intent-to-use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any assignment of an "intent-to-use" application prior to such filing would violate the Lanham Act.

SECTION 3. Collateral Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Notice and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

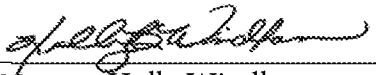
SECTION 4. *Counterparts*. This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. *Governing Law*. THIS NOTICE AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS NOTICE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Notice as of the day and year first above written.

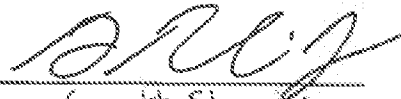
RACKSPACE US, INC.

By: 
Name: Holly Windham
Title: EVP, Chief Legal Officer & Secretary

[Signature Page to Supplemental Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 006315 FRAME: 0508

CITIBANK, N.A.,
as Collateral Agent,

By: 
Name: Scott Slavik
Title: Vice President

[Signature Page to Supplemental Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 006315 FRAME: 0509

Schedule I
to Supplemental Notice of Grant of Security Interest in Trademarks

Trademarks Owned by Rackspace US, Inc.

U.S. Trademark Registrations

Mark	Registration No.	Registration Date
YOUR CLOUDS. OUR EXPERTISE.	5362841	12/26/2017