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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM356257

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rhapsody International Inc.		09/23/2015	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Western Alliance Bank		
Street Address:	55 Almaden Boulevard, Suite 100		
Internal Address:	Attn: Mike Field		
City:	SAN JOSE		
State/Country:	CALIFORNIA		
Postal Code:	95113		
Entity Type:	CORPORATION: ARIZONA		

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark	
Serial Number:	86451485		
Serial Number:	86451480	NAPSTER	
Serial Number:	86180827	AIRMIX	
Serial Number:	86311861	UNRADIO	
Serial Number:	85804778	NAPSTER	
Serial Number:	85983586	RHAPSODY CONCERTS	
Serial Number:	85209843	SOUNDTRACKING	
Serial Number:	85903296	RHAPSODY CONCERTS	
Serial Number:	85450999	SHARE THE SOUNDTRACK TO YOUR LIFE	
Serial Number:	78686107		
Serial Number:	78686105	NAPSTER	
Serial Number:	78561232		
Serial Number:	78561228	NAPSTER	
Serial Number:	78431602	NAPSTER MOBILE	
Serial Number:	78039025		
Serial Number:	78039019	NAPSTER	
Serial Number:	78014821	NAPSTER	
Serial Number:	77934114	RHAPSODY	

TRADEMARK REEL: 005630 FRAME: 0146

900338757

Property Type	Number	Word Mark
Serial Number:	77934105	RHAPSODY
Serial Number:	77934061	RHAPSODY
Serial Number:	77934054	RHAPSODY
Serial Number:	77932138	RHAPSODY
Serial Number:	77932120	RHAPSODY
Serial Number:	76325556	RHAPSODY
Serial Number:	76137086	
Serial Number:	76137325	NAPSTER
Serial Number:	76975991	RHAPSODY
Serial Number:	76975595	RHAPSODY
Serial Number:	76975158	RHAPSODY
Serial Number:	76325558	RHAPSODY
Serial Number:	74160148	RHAPSODY

CORRESPONDENCE DATA

Fax Number: 8586385130

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.

Phone: 858-677-1400

Email: susan.reynholds@dlapiper.com

Correspondent Name: DLA Piper LLP (US)

Address Line 1: 4365 Executive Drive, Suite 1100
Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER:	355157-233
NAME OF SUBMITTER:	Troy Zander
SIGNATURE:	/s/ Troy Zander
DATE SIGNED:	09/25/2015

Total Attachments: 11
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of September 23, 2015, (the "Agreement") between WESTERN ALLIANCE BANK, an Arizona corporation ("Bank") and RHAPSODY INTERNATIONAL INC., ("Grantor") is made with reference to the Loan and Security Agreement, dated as of September 23, 2015 (as amended from time to time, the "Loan Agreement"), between Bank and Grantor. Terms defined in the Loan Agreement 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 Loan Agreement, Grantor grants to Bank 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 Bank with respect to the security interests granted hereunder are in addition to those set forth in the Loan Agreement, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan 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 Bank of any one or more of such rights, powers or remedies does not preclude the simultaneous or later exercise by Bank of any other rights, powers or remedies.
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IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above. **GRANTOR:** BANK: RHAPSQBY INTERNATIONAL INC. WESTERN ALLIANCE BANK, an Arizona corporation 8y: _____ mms k. Man Name:_____ Title: Title: Address for Notices: 701 5th Ave, Suite 3100 Address for Notices: 55 Almaden Blvd. Seattle, WA, 98104 San Jose, CA 95113 Attn: Legal Department and Ethan Rudin, Chief Attn: Note Department Financial Officer Fax # 408-689-8542

Phone # 408-423-8500

[Signature Page to Intellectual Property Security Agreement]

WEST\259561117.1 355157-000233

FAX: (206) 682-1783

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above. **GRANTOR:** BANK: RHAPSODY INTERNATIONAL INC. WESTERN ALLIANCE BANK, an Arizona corporation By: _____ Name:_____ Title: Title: Address for Notices: Address for Notices: 701 5th Ave, Suite 3100 55 Almaden Blvd. Seattle, WA, 98104 San Jose, CA 95113 Attn: Legal Department and Ethan Rudin, Chief Attn: Note Department

Fax # 408-689-8542

Phone # 408-423-8500

[Signature Page to Intellectual Property Security Agreement]

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Financial Officer

FAX: (206) 682-1783

EXHIBIT A

COPYRIGHTS

Please Check if No Copyrights Exist

Type of Work:	<u>Title:</u>	International Standard Serial Number (ISSN):	Registration Number:	Filing <u>Date:</u>	Preregistered?
None					

Exhibit B

TRADEMARKS

Please Check if No Trademarks Exist

Mark / Title:	U.S. Serial Number:	U.S. Registration	UPTO Reference	Filing
Wark / Title.	O.O. Ochai ivamber.	Number:	Number:	Date/Registration
		INGITIDOT:	INGITIBOT.	Date:
DESIGN ONLY.	86451485	NONE		11/14/2014
(THE MARK	00401400	INOINE		11/14/2014
CONSISTS OF A				
CAT HEAD				
DESIGN)				
NAPSTER	86451480	NONE		11/11/2014
AIRMIX	86180827	NONE		01/31/2014
UNRADIO	86311861	NONE		06/17/2014
NAPSTER	85804778	NONE		12/17/2012
RHAPSODY	85983586	4700593		03/10/2015
CONCERTS				00/10/2010
SOUNDTRACKING	85209843	4700021		03/10/2015
RHAPSODY	85903296	NONE		04/12/2013
CONCERTS				
SHARE THE	85450999	4284756		02/05/2013
SOUNDTRACK TO				
YOUR LIFE				
DESIGN ONLY	78686107	3055516		01/31/2006
(THE MARK				
CONSISTS OF				
CAT'S HEAD WITH				
EARPHONES)				
NAPSTER	78686105	3055515		01/31/2006
DESIGN ONLY	78561232	3050829		01/24/2006
(THE MARK				
CONSISTS OF				
CATS HEAD WITH				
EARPHONES)				
NAPSTER	78561228	3054773		01/31/2006
NAPSTER MOBILE	78431602	NONE		06/08/2004
DESIGN ONLY	78039025	2841432		05/11/2004
NAPSTER	78039019	2841431		05/11/2004
NAPSTER	78014821	2843786		05/18/2004
RHAPSODY	77934114	4106085		02/28/2012
RHAPSODY	77934105	4106084		02/28/2012
RHAPSODY	77934061	4003311		07/26/2011
RHAPSODY	77934054	4003310		07/26/2011
RHAPSODY	77932138	4003306		07/26/2011
RHAPSODY	77932120	4003305		07/26/2011
RHAPSODY	76325556	2976769		07/26/2005
DESIGN ONLY	76137086	2840641		05/11/2004
NAPSTER	76137325	2843405		05/18/2004
RHAPSODY	76975991	3214632		03/06/2007

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RHAPSODY	76975595	2754316	08/19/2003
RHAPSODY	76975158	2725763	06/10/2003
RHAPSODY	76325558	2765175	09/16/2003
RHAPSODY	74160148	1761756	03/30/1993

EXHIBIT C

PATENTS

Please Check if No Patents Exist a

Title:	Patent Number:	Application Serial Number:	Issued or Published?	Issue Date:
REAL-TIME SEARCH ENGINE	6366907	09464653	ISSUED	04/02/2002
SYSTEM AND METHOD FOR DETERMINING AFFINITY USING OBJECTIVE AND SUBJECTIVE DATA	6697800	09574108	ISSIED	02/24/2004
USE-SENSITIVE DISTRIBUTION OF DATA FILES BETWEEN USERS	6742023	09560106	ISSUED	05/25/2004
SYSTEM AND METHOD FOR SELECTING INTERNET MEDIA CHANNELS	6865600	09573686	ISSUED	03/08/2005
SYSTEM AND METHOD FOR SEARCHING PEER-TO-PEER COMPUTER NETWORKS BY SELECTING A COMPUTER BASED ON AT LEAST A NUMBER OF FILES SHARED BY THE COMPUTER	7089301	09635777	ISSUED	08/08/2006
METHOD AND APPARATUS FOR DYNAMIC RENEWABILITY OF CONTENT	7096203	10017498	ISSUED	08/22/2006
REAL-TIME SEARCH ENGINE	7165071	10025443	ISSUED	01/16/2007
METHOD OF AND APPARATUS FOR ENCRYPTING AND TRANSFERRING FILES	7170999	10232194	ISSUED	01/30/2007
SYSTEMS AND	7268791	09698195	ISSUED	09/11/2007

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METHODS FOR				
VISUALIZATION				
OF DATA SETS				
CONTAINING				
INTERRELATED				
OBJECTS				
METHOD AND	7310629	10115714	ISSUED	12/18/2007
	7310029	10/15/14	IOSUED	12/10/2007
APPARATUS FOR				
CONTROLLING				
FILE SHARING OF				
MULTIMEDIA				
FILES OVER A				
FLUID, DE-				
CENTRALIZED				
NETWORK				
SYSTEM AND	7356556	11048256	ISSUED	04/08/2008
METHOD FOR	7000000	11040230	100000	04/06/2006
SELECTING				
INTERNET MEDIA				
CHANNELS			ļ	
SYSTEM AND	7454480	11444648	ISSUED	11/18/2008
METHOD FOR				
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ACCESS TO				
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PEER-TO-PEER				
COMPUTER				
NETWORKS				
REAL-TIME	75 40000	11005051	LOOUED	00/00/0000
i e	7542996	11635251	ISSUED	06/02/2009
SEARCH ENGINE				
FOR SEARCHING				
VIDEO AND				
IMAGE DATA				
SYSTEM AND	7730178	11445080	ISSUED	06/01/2010
METHOD FOR				
SEARCHING				
PEER-TO-PEER				
COMPUTER				
NETWORK				
SYSTEM AND	7966522	11080599	ISSUED	06/21/2011
	7900322	11000333	ISSUED	00/21/2011
METHOD FOR				
AUTOMATICALLY				1
UPLOADING				
ANALYSIS DATA				
FOR CUSTOMER				
SUPPORT				
METHOD AND	8090662	11464307	ISSUED	01/03/2012
APPARATUS FOR				
DYNAMIC				
RENEWABILITY				
OF CONTENT				
SYSTEM AND	8336090	12020420	ISSUED	12/18/2012
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METHOD FOR UNLIMITED LICENSING TO A FIXED NUMBER OF DEVICES		NONE	11127247	DUBLIQUED	11/20/2006
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METHOD AND APPARATUS FOR DYNAMIC RENEWABILITY OF CONTENT SYSTEM AND METHOD FOR UNLIMITED LICENSING TO A FIXED NUMBER OF DEVICES SELECTING CONTENT FOR A USER PROVIDING NONE 13742539 PUBLISHED 04/26/2012 PUBLISHED 09/05/2013 PUBLISHED 08/07/2014 08/07/2014	!				
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PROVIDING NONE 13776009 PUBLISHED 08/28/2014					
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M-Wisimisi		1 V No. 2 I William	10770009	IODLIGHED	00/20/2014
MONITORING					
INFORMATION TO					
	USER DEVICES				
PROVIDING NONE 13832335 PUBLISHED 09/18/2014		NONE	13832335	PUBLISHED	09/18/2014
CONTENT ITEMS	CONTENT ITEMS				

FROM				
ALTERNATE				
SOURCES				
DISTRIBUTING	NONE	13832372	PUBLISHED	09/18/2014
CONTENT ITEMS				
TO USERS				
REPLACING	NONE	13838584	PUBLISHED	09/18/2014
EQUIVALENT				
CONTENT ITEMS				
GROUPING	NONE	13839723	PUBLISHED	09/18/2014
EQUIVALENT				
CONTENT ITEMS				
PROVISIONING	NONE	14103552	PUBLISHED	06/11/2015
SUBSCRIPTIONS				
TO USER				
DEVICES				

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RECORDED: 09/25/2015

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