

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM357929

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
RHAPSODY INTERNATIONAL INC.		09/23/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HORIZON TECHNOLOGY FINANCE CORPORATION		
<b>Street Address:</b>	312 FARMINGTON AVENUE		
<b>City:</b>	FARMINGTON		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06032		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 27</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2840641		
Registration Number:	2841432		
Registration Number:	3050829		
Registration Number:	3055516		
Registration Number:	2843786	NAPSTER	
Registration Number:	2841431	NAPSTER	
Registration Number:	3054773	NAPSTER	
Registration Number:	3055515	NAPSTER	
Registration Number:	2843405	NAPSTER	
Registration Number:	2976769	RHAPSODY	
Registration Number:	2725763	RHAPSODY	
Registration Number:	3214632	RHAPSODY	
Registration Number:	2754316	RHAPSODY	
Registration Number:	2765175	RHAPSODY	
Registration Number:	4003306	RHAPSODY	
Registration Number:	4003311	RHAPSODY	
Registration Number:	4003310	RHAPSODY	
Registration Number:	4003305	RHAPSODY	
Registration Number:	4106084	RHAPSODY	
<b>TRADEMARK</b>			

OP \$690.00 2840641

Property Type	Number	Word Mark
Registration Number:	4106085	RHAPSODY
Registration Number:	4700593	RHAPSODY CONCERTS
Registration Number:	4284756	SHARE THE SOUNDTRACK TO YOUR LIFE
Registration Number:	4700021	SOUNDTRACKING
Serial Number:	86311861	UNRADIO
Serial Number:	86451485	
Serial Number:	86451480	NAPSTER
Serial Number:	85804778	NAPSTER

#### CORRESPONDENCE DATA

**Fax Number:** 8606768655

*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:** lucia@horizontechfinance.com

**Correspondent Name:** Horizon Technology Finance

**Address Line 1:** 312 Farmington Avenue

**Address Line 4:** Farmington, CONNECTICUT 06032

<b>NAME OF SUBMITTER:</b>	Eric S. Darmofal
<b>SIGNATURE:</b>	/s/ Eric S. Darmofal
<b>DATE SIGNED:</b>	10/08/2015

#### Total Attachments: 4

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GRANT OF SECURITY INTEREST  
TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of September 23, 2015, is executed by RHAPSODY INTERNATIONAL INC., a Delaware corporation with an address of 701 5<sup>th</sup> Avenue, Suite 3100, Seattle, Washington 98104 ("Debtor"), in favor of HORIZON TECHNOLOGY FINANCE CORPORATION, a Delaware corporation with an address of 312 Farmington Avenue, Farmington, Connecticut 06032 ("Secured Party").

A. Pursuant to a certain Loan and Security Agreement, dated on or about the date hereof (the "Agreement") by and between Debtor, Western Alliance Bank and the Secured Party, the Secured Party has agreed to extend credit to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Trademarks");

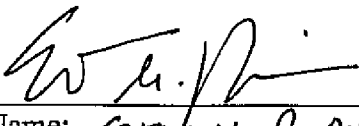
C. Pursuant to the Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.






Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.







RHAPSODY INTERNATIONAL INC.

By:   
Name: Eric M. Brown  
Title: CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST  
TRADEMARKS

Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner
CAT'S HEAD DESIGN 	Registered	76137086 Sep 27, 2000	2840641 May 11, 2004	Rhapsody International Inc.
CAT'S HEAD DESIGN 	Registered	78039025 Dec 12, 2000	2841432 May 11, 2004	Rhapsody International Inc.
CAT'S HEAD DESIGN 	Registered	78561232 Feb 4, 2005	3050829 Jan 24, 2006	Rhapsody International Inc.
CAT'S HEAD DESIGN 	Registered	78686107 Aug 4, 2005	3055516 Jan 31, 2006	Rhapsody International Inc.
NAPSTER	Registered	78014821 Jun 28, 2000	2843786 May 18, 2004	Rhapsody International, Inc.
NAPSTER	Registered	78039019 Dec 12, 2000	2841431 May 11, 2004	Rhapsody International, Inc.
NAPSTER	Registered	78561228 Feb 4, 2005	3054773 Jan 31, 2006	Rhapsody International Inc.
NAPSTER	Registered	78686105 Aug 4, 2005	3055515 Jan 31, 2006	Rhapsody International Inc.
NAPSTER (and cat's head design) 	Registered	76137325 Sep 27, 2000	2843405 May 18, 2004	Rhapsody International, Inc.
RHAPSODY	Registered	76325556 Oct 15, 2001	2976769 Jul 26, 2005	Rhapsody International Inc.
RHAPSODY	Registered	76975158 Oct 15, 2001	2725763 Jun 10, 2003	Rhapsody International Inc.



**SCHEDULE 1-A TO GRANT OF SECURITY INTEREST**  
**TRADEMARKS**

Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner
RHAPSODY	Registered	76975991 Oct 15, 2001	3214632 Mar 6, 2007	Rhapsody International Inc.
RHAPSODY	Registered	76975595 Oct 15, 2001	2754316 Aug 19, 2003	Rhapsody International Inc.
RHAPSODY	Registered	76325558 Oct 15, 2001	2765175 Sep 16, 2003	Rhapsody International Inc.
RHAPSODY (and design)  	Registered	77932138 Feb 9, 2010	4003306 Jul 26, 2011	Rhapsody International Inc.
RHAPSODY (and design)  	Registered	77934061 Feb 11, 2010	4003311 Jul 26, 2011	Rhapsody International Inc.
RHAPSODY (and design)  	Registered	77934054 Feb 11, 2010	4003310 Jul 26, 2011	Rhapsody International Inc.
RHAPSODY (and design)  	Registered	77932120 Feb 9, 2010	4003305 Jul 26, 2011	Rhapsody International Inc.
RHAPSODY (and design)  	Registered	77934105 Feb 11, 2010	4106084 Feb 28, 2012	Rhapsody International Inc.
RHAPSODY (and design)  	Registered	77934114 Feb 11, 2010	4106085 Feb 28, 2012	Rhapsody International Inc.

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST  
TRADEMARKS

Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner
RHAPSODY CONCERTS	Registered	85983586 Apr 12, 2013	4700593 Mar 10, 2015	Rhapsody International Inc.
SHARE THE SOUNDTRACK TO YOUR LIFE	Registered	85450999 Oct 19, 2011	4284756 Feb 5, 2013	Rhapsody International Inc.
SOUNDTRACKING	Registered	85209843 Jan 4, 2011	4700021 Mar 10, 2015	Rhapsody International Inc.

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST  
TRADEMARK APPLICATIONS

Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner
UNRADIO	Allowed	86311861 Jun 17, 2014		Rhapsody International Inc.
MISC Design 	Allowed	86451485 Nov 11, 2014		Rhapsody International Inc.
NAPSTER (and cat's head design) 	Allowed	86451480 Nov 11, 2014		Rhapsody International Inc.
NAPSTER	Allowed	85804778 Dec 17, 2012		Rhapsody International Inc.