

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM381387

|   |  |                       |  |
|---|--|-----------------------|--|
| <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>                     |
| Zinio, LLC  |  | 04/20/2016            | Limited Liability Company:<br>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: 4</b>  |  |                       |  |
| <b>Property Type</b>  | <b>Number</b>                          | <b>Word Mark</b>      |  |
| <b>Registration Number:</b>   | 3106298                                | ZINIO                 |  |
| <b>Registration Number:</b>   | 3262585                                | ZINIO                 |  |
| <b>Registration Number:</b>   | 4469888                                | Z-PASS                |  |
| <b>Serial Number:</b>   | 86587727                               | ZINIOPRO              |  |
| <b>CORRESPONDENCE DATA</b>  |  |                       |  |
| <b>Fax Number:</b>  | 8606768655                             |                       |  |
| <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> |  |                       |  |
| <b>Email:</b>   | lucia@horizontechfinance.com           |                       |  |
| <b>Correspondent Name:</b>  | Horizon Technology Finance             |                       |  |
| <b>Address Line 1:</b>  | 312 Farmington Avenue                  |                       |  |
| <b>Address Line 4:</b>  | Farmington, CONNECTICUT 06032          |                       |  |
| <b>NAME OF SUBMITTER:</b>   | Eric S. Darmofal                       |                       |  |
| <b>SIGNATURE:</b>   | /s/Eric S. Darmofal                    |                       |  |
| <b>DATE SIGNED:</b>   | 04/21/2016                             |                       |  |
| <b>Total Attachments: 2</b>   |  |                       |  |
| source=5 Grant of Security Interest Trademarks (4-20-16) (Zinio)#page1.tif  |  |                       |  |
| source=5 Grant of Security Interest Trademarks (4-20-16) (Zinio)#page2.tif  |  |                       |  |

OP \$115.00 3106298

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of April <sup>26</sup>, 2016, is executed by ZINIO CORPORATION, a Delaware corporation with an address of 575 Lexington Avenue, 17<sup>th</sup> Floor, New York, NY 10022 ("Debtor") and its wholly-owned subsidiary, ZINIO, LLC, a Delaware limited liability company with an address of 575 Lexington Avenue, 17<sup>th</sup> Floor, New York, NY 10022 ("Debtor Sub"), 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 Venture Loan and Security Agreement, dated on or about the date hereof (the "Agreement") by and between Debtor 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 Sub owns the trademarks, service marks and registrations and/or applications therefor, 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 agreed to cause Debtor Sub to grant to Secured Party a security interest in all right, title and interest of Debtor Sub 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 Sub does hereby grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Each of Debtor and Debtor Sub 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, each of Debtor and Debtor Sub has caused this instrument to be executed as of the day and year first written above.

ZINIO CORPORATION

By:  **Vincent Ohanyan**  
Name: \_\_\_\_\_ Chief Financial Officer  
Title: \_\_\_\_\_ &  
Chief Operating Officer

ZINIO, LLC

By:  **Vincent Ohanyan**  
Name: \_\_\_\_\_ Chief Financial Officer  
Title: \_\_\_\_\_ &  
Chief Operating Officer

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

| <b>Trademark</b> | <b>Owner</b> | <b>Registration Number</b> | <b>Registration Date</b> |
|------------------|--------------|----------------------------|--------------------------|
| ZINIO            | Zinio, LLC   | 3,106,298                  | 6/20/06                  |
| ZINIO            | Zinio, LLC   | 3,262,585                  | 7/10/07                  |
| Z-PASS           | Zinio, LLC   | 4,469,888                  | 1/21/14                  |

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

| <b>Trademark Application</b> | <b>Owner</b> | <b>Application Number</b> | <b>Application Date</b> |
|------------------------------|--------------|---------------------------|-------------------------|
| ZINIOPRO                     | Zinio, LLC   | 86,587,727                | 4/6/15                  |