

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM402712

<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>
ShopKeep.com Inc.		09/30/2016	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: 12</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3936441	SHOPKEEP	
<b>Registration Number:</b>	4370734	SHOPKEEPPOS	
<b>Registration Number:</b>	4376632	SHOPKEEPPOS	
<b>Registration Number:</b>	4221864	THE SIMPLEST WAY TO MAKE SMARTER BUSINES	
<b>Registration Number:</b>	4255385	CLEAR INSIGHT	
<b>Registration Number:</b>	4730411	COUNTER CULTURE	
<b>Registration Number:</b>	4774151		
<b>Registration Number:</b>	4175232	SK	
<b>Serial Number:</b>	86504990	SHOPKEEP POCKET	
<b>Serial Number:</b>	86505005		
<b>Serial Number:</b>	86525845	SERVERLESS SYNC	
<b>Serial Number:</b>	86873865	SMALL BUSINESS OF TOMORROW	
<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>TRADEMARK</b>			

OP \$315.00 3936441

<b>NAME OF SUBMITTER:</b>	Eric S. Darmofal
<b>SIGNATURE:</b>	/s/Eric S. Darmofal
<b>DATE SIGNED:</b>	10/20/2016
<b>Total Attachments: 3</b> source=7 Grant of Security Interest - Trademarks (9-30-16) (ShopKeep)#page1.tif source=7 Grant of Security Interest - Trademarks (9-30-16) (ShopKeep)#page2.tif source=7 Grant of Security Interest - Trademarks (9-30-16) (ShopKeep)#page3.tif	

GRANT OF SECURITY INTEREST  
TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of September 30, 2016, is executed by SHOPKEEP.COM INC., a Delaware corporation with an address of 143 Varick Street, New York, NY 10013 ("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 Venture Loan and Security Agreement, dated as of the date hereof (the "Agreement") by and between Debtor and the Secured Party, the Secured Party has agreed to extend certain credit facilities 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.

SHOPKEEP.COM INC.

By: 

Name: John B. Burt



Title: CFO

TRADEMARK

REEL: 005905 FRAME: 0470

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

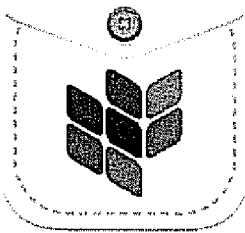
TRADEMARKS

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
SHOPKEEP	3936441	3/29/2011
ShopKeepPOS	4370734	7/23/2013
ShopKeepPOS	4376632	7/30/2013
The simplest way to make smarter business decisions	4221864	10/9/2012
Clear Insight	4255385	12/4/2012
Counter Culture	4730411	5/5/2015
	4774151	2/10/2015
	4175232	7/17/2012

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>Trademark Application</b>	<b>Application Number</b>	<b>Application Date</b>
SHOPKEEP POCKET	86/504,990	1/15/2015

	86/505,005	7/1/2015
SERVERLESS SYNC	86/525,845	2/5/2015
SMALL BUSINESS OF TOMORROW	86/873865	1/13/2016