

12-21-1999

FORM PTO-1-31-92

Handwritten: 12/6/99



101229418

SHEET LY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Snowball.com, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **November 8, 1999**

2. Name and address of receiving party(ies):
Name: Silicon Valley Bank

Internal Address: Loan Documentation HG150
Street Address: 3003 Tasman Drive
City: Santa Clara State: Ca ZIP: 95054

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

Vertical stamp: RECEIVED
OFFICE OF FINANCE
DEC 15 12:30 PM '99

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)
75,667,737 - 75,667,735 - 75,667,791 - 75,667,736 -
75,416,394 - 75,445,076 - 75,445,075

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Silicon Valley Bank
Internal Address: Loan Documentation HG150

Street Address: 3003 Tasman Dr.

City: Santa Clara State: Ca ZIP: 95054

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41):\$ 190.00
 Enclosed

Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

12/20/1999 DNGUYEN 00000024 75667737

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 150.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Pia Amarillas
Name of Person Signing

Handwritten signature of Pia Amarillas
Signature

11/17/99
Date

Total number of pages comprising cover sheet: 13

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of November 8, 1999 by and between SAND HILL CAPITAL II, LP ("Sand Hill") and SNOWBALL.COM, INC. ("Borrower").

RECITALS

Sand Hill and Borrower are parties to that certain loan agreement of even date (as amended from time to time, the "Loan Agreement"). Capitalized terms used herein have the meaning assigned in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Borrower has granted to Sand Hill a security interest in the Collateral.

NOW, THEREFORE, Borrower agrees as follows:

AGREEMENT

To secure performance of its obligations under the Loan Agreement, Borrower grants to Sand Hill a security interest in all of Borrower's right, title and interest in Borrower's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibit A, B, C and D hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Sand Hill under the Loan Agreement. Each right, power and remedy of Sand Hill provided for herein shall not preclude the simultaneous or later exercise by Sand Hill of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Borrower:

SNOWBALL.COM, INC.

250 Executive Park Boulevard, Suite 4000
San Francisco, CA 94134

By: James K. Tolonen
Title: COO/CFO

Attn:

Address of Sand Hill:

SAND HILL CAPITAL II, LP

3000 Sand Hill Road
Building 2, Suite 110
Menlo Park, CA 94025
Attn: Robert Johnson

By: D D G
Title: GENERAL PARTNER

PA\948269.1
1191271-900000

PA\957012.1
1191271-905300

EXHIBIT A

Copyrights

Snowball.com claims copyright protection in all original works of authorship of Snowball.com that have been fixed in any tangible medium of expression. These include but are not limited to Snowball.com's websites, software, promotional and informational materials and other written and electronic material.

Snowball.com has not registered any copyrights with the U.S. Copyright Office.

EXHIBIT B TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

Patents

None.

TRADEMARK
REEL: 002001 FRAME: 0661

Exhibit D

**Snowball.com
DOMAIN NAMES**

affiliation.com
affiliation.net
attributionnetworks.com
affiliationnetwprk.com
altmama.com
altmama.net
alumnisource.net
assaulttour.com
atvault.com
bratclick.com
c2click.com
campchickclick.com
campuslocker.com
campuslocker.com
chickbody.com
chickbooks.com
chickcal.com
chickcamp.com
chickcamp.net
chickcamp.org
chickchatter.com
chickching.com
chickclick.com
chickconnect.com
chickcrafty.com
chickdates.com
chickdiary.com
chickdigital.com
chickfashion.com
chickfix.com
chickfizz.com
chickhomb.com
chickjock.com
chickjournal.com
chicklings.com
chicklink.com
chicklocal.com
chicklounge.com
chickmail.com
chickmoney.com

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DOMAIN NAMES**

chickpages.com
chickradio.com
chickreview.com
chickreviewcrew.com
chicksandstuff.com
chickscene.com
chickshop.com
chickshopping.com
chickshopping.net
chickshopping.org
chickshops.com
chickshops.net
chickshops.org
chicksonian.com
chicksports.com
chickstand.com
chickstars.com
chickstomp.com
chickstop.com
chickstyle.com
chicktravel.com
chickwork.com
chickzap.com
chickzoom.com
churchofebay.com
collegealumni.com
collegealumni.net
collegefield.com
collegegraduate.net
collegejersey.com
collegestorm.com
collegewin.com
craftyclick.com
ctoooclick.com
dailycelebrities.com
dailyentertainment.com
dailygear.com
dailyhiphop.com
dailyjock.com
dailymovies.com
dailymusic.com
dailyscifi.com

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dailyscifi.com
dailytv.com
digitalcaffeine.com
digitalcasbah.com
digitalcasbah.net
digitalnomads.com
elementaryalumni.com
elementaryalumni.net
estradio.com
estrobooks.com
estrocal.com
estrochat.com
estrocklick.com
estroconnect.com
estrodates.com
estrodiary.com
estrojournal.com
estrolocal.com
estromail.com
estronet.com
estropages.com
estroradi.com
estroradio.com
estrorocal.com
estrorodates.com
estroshop.com
flvault.com
fpsvault.com
fragmaster.com
gamecollege.com
gameheaven.com
gameplayers.com
gametsweekly.com
gamespotlight.com
gradalumni.com
gradcenter.com
gradcenter.net
graduatealumni.com
graduatealumni.net
hovault.com
hsalum.com
hsalum.net

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DOMAIN NAMES**

hungover.com
igamesnet.com
igeninsite.com
igenresearch.com
igmail.com
i-g-n.com
ign.com
ign64.com
ignatnight.com
igndc.com
igndreamcast.com
igne.com
ignentertainment.com
ignextreme.com
ignformen.com
ignmail.com
ignmovies.com
ignmovies.com
ignmusic-com
ignotes.com
ignpc.com
ignpocket.com
ignpsx.com
ignrocks.com
ignrules.com
ignsci-fi.com
ignscifi.com
ignsports.com
ignsucks.com
ignentertainment.com
igntv.com
ignwrestling.com
iguider.com
ilovelara.c.om
insideguide..com
insideguide.net
insideguider.com
insideguider.net
insideguiders.com
insideguiders.net
insideguides.net
insidelink.net

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insidenotes.com
insiderlink.com
insiderlink.net
insidermail.com
insidernotes.com
insiteresearch.com
jhalum.com
jhalum.net
jhalumni.com
jhalumni.net
jockcenter.com
jrhighalum.co.m
jrhighalum.net
jrhighalumni.com
jrhighalumni.net
lightingmail.com
lightningmail.net
mamacal.com
mamabhat.com
mamaclick.com
mamadates.com
mamajournal.com
mamanet.com
mamarama.com
middleschoolalumni.com
middleschoolalumni.net
misclick.com
missclick.com
mkvault.com
mobileassaulttoLir.com
mobiletour.com
moviewatch.com
mychickclick.com
mychickstand.com
myestronet.com
myign.com
myinsideguide.com
myinsideguide.net
myinsideguides.com
myinsideguides.net
mymamanet.com
mypowermail.com

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mypowermail.net
mypowerpages.com
mypowerstudents.com
mysheewire.com
peepclick.com
pigtailmail.com
pigtailpages.com
planetpigtail.com
popfizz.com
postcollege.com,
postcollege.net
povault.com
powergrad.com
powergrad.net
powergrads.com
powergrads.net
powergraduate.com
powergraduate.net
powerjock.com
powernation.com
powerpostal.com
powerpostal.net
powerstudent.com
powerstudent.net
powerstudentnetwork.com
powerstudentnetwork.net
powerstudentpage.com
powerstudentpages.com'
powerstudentpages.com
powerstudents.com
powerstudents.net
powerstudentsnetwork.com
powerstudentsnetwork.net
powerstudentspage.com
primaryalumni.com
primaryalumni.net
psxpower.com
psxrocks.com
psxworld.com

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rts'vault.com
saturnrules.com
saturnworld.com
schoolalum.com
schoolalum.net
segaassault.com
segamobileassaulttour-com
segatour.com
sexcrazed.com
shestuff.com
shewire.com
simvault.c.om
sitestorm.net
sitestorm.o,rg
siteswarm.com
snowball.com
snowball.net
sportsblock.com
sportsdegree.com
sportsstorm.com
sportsu.net
sportsuniversity.com
sportsuniversity.net
sportszip.com
sportuniversity.com
sportuniversity.net
stealthzine.com
stealthzines.com
strategiesonline.com
strategycentral.com
stuffformen.com
teambreak.com
teambuzz.com
teamcollege.com
teamstorm.com
tekkenking.com
theden.com
tvi'nsider.com
ugponline.com
ugponline.com
ultragp.com
universitysport.com

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**Snowball.com
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universitysport.net
universitysports.net
u-sports.com
videogametips.com
voxnation.net
voxnation.org
webgeneration.net
yourgeneration.com